

P01000002839

January 3, 2001

EFFECTIVE DATE

01-01-2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN -4 AM 10:12

FILED

Department of State
Division of Corporations
New Filing Section
409 E Gaines St.
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed please find two copies of Articles of Incorporation of Clayquilts, Inc. for filing.

200003523112--3

-01/04/01--01054--005

*****78.75 *****78.75

Please make effective date of this corporation January 1, 2001.

Our check in the amount of \$78.75 is enclosed for payment of Filing Fee, designation of Registered Agent and a certified copy of the Articles of Incorporation.

Any questions, I can be reached by phone at (561) 878-8568.

Thank you.

Sincerely,



Gregory C. Smith

ARTICLES OF INCORPORATION
OF
CLAYQUILTS, INC.

EFFECTIVE DATE
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Article I

-NAME-

The Name of the corporation is:

Clayquilts, Inc.

Article II

-DURATION-

This corporation shall have perpetual existence commencing January 1, 2001.

Article III

-PURPOSE-

This corporation is organized for the purpose of, but not limited to the making of clay wall tiles and mirrors for retail and wholesale sales.

Article IV

-CAPITAL STOCK-

This corporation is authorized to issue 100 shares
(\$1.00) par value common stock.

Article V

-INITIAL REGISTERED OFFICE AND AGENT-

The street address of the initial registered office
of this corporation is 761 SE Lansdowne Ave.
Port St. Lucie, Florida, and the mailing address is
761 SE Lansdowne Ave., Port St. Lucie, FL 34983.

The name of
the initial registered agent of this corporation is
Kimberly Smith.

Article VI

-INITIAL BOARD OF DIRECTORS-

This corporation shall have two (2) directors
initially. The number of directors may be either
increased or diminished from time to time by the bylaws.

Article VII

-INCORPORATORS-

The name and address of the person signing these
articles is:

Gregory C. Smith
761 SE Lansdowne Ave.
Port St. Lucie FL 34983

Article VIII

-BYLAWS-

The power to adopt, amend or repeal bylaws shall be
vested in the Board of Directors and the Shareholders.

Article IX

-POWERS-

This corporation shall have all the corporate powers
enumerated in the Florida General Corporation Act.

Article X

-MEETINGS BY CONFERENCE TELEPHONE-

Members of the Board of Directors may participate in
meetings of the Board of Directors by means of conference
telephone as provided by law.

Article XI

~~-INDEMNIFICATION-~~

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII

~~-ACTION BY DIRECTORS WITHOUT A MEETING-~~

The Directors of this corporation may take action by written consent, as provided by law.

Article XIII


~~-AMENDMENT-~~

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has

Executed these Articles of Incorporation on this 3rd

day of January, 2001.



Gregory C. Smith

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.0502, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST - - THAT CLAYQUILTS, INC. DESIRING TO ORGANIZE OR QUALIFY

UNDER THE LAWS OF THE STATE OF

FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT

761 SE LANSDOWNE AVE, CITY OF PORT ST. LUCIE, STATE OF FLORIDA,

HAS

NAMED KIMBERLY SMITH, LOCATED AT 761 SE LANSDOWNE AVE., CITY OF

PORT ST. LUCIE, STATE OF FLORIDA, AS ITS

AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Kimberly Smith

(CORPORATE OFFICER)

TITLE President

DATE 1-3-01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.

SIGNATURE Kimberly H. Smith

(RESIDENT AGENT)

DATE 1-3-01

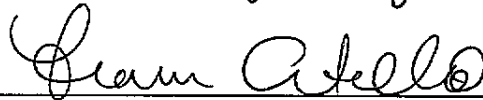
FILED
01 JAN -4 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ST. LUCIE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Gregory C. Smith, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of January, 2001.



Notary Public, State of Florida

at large

My commission expires:

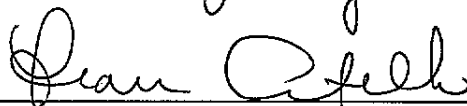


STATE OF FLORIDA

COUNTY OF ST. LUCIE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Kimberly Smith, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 3rd day of January, 2001.



Notary Public, State of Florida

at large

My commission expires:

