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EDWIN L. FORD, P.A.
ATTORNEY AT LAW
CERTIFIED MEDIATOR

THE ELLIS BUILDING
1605 MAIN STREET, SUITE 612
SARASOTA, FLORIDA 34236

FILED
02 SEP 30 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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September 26, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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

Re: Articles of Incorporation for Potters Tea Emporium, Inc.

Gentlemen:

Enclosed for filing are the Articles of Incorporation for Potters Tea Emporium, Inc.

Also enclosed is my check in the amount of \$78.75 to cover the following:

1.	Filing fee	\$ 35.00
2.	Certified copy of Articles	8.75
3.	Registered Agent Designation	<u>35.00</u>
		\$ 78.75

Please file the original Articles and forward a certified copy of the Articles to me at 1605 Main Street, Suite 612, Sarasota, Florida 34236.

Sincerely yours,


Edwin L. Ford

Enclosures

cc: Mr. John Steele

c:\elf\potters tea emporium\department of state letter 9-26-02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
POTTERS TEA EMPORIUM, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS: The name of the Corporation is **POTTERS TEA EMPORIUM, INC.** and its mailing address is 6313 96th Street East, Bradenton, Florida 34202.

ARTICLE II

DURATION: The Corporation shall exist perpetually.

ARTICLE III

PURPOSE: The Corporation is organized for the purposes of engaging in retail sales and for all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK: The Corporation is authorized to issue 10,000 shares of stock having a par value of \$1.00 per share, all of which shall be common shares.

ARTICLE V

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the Corporation is 1605 Main Street, Suite 612, Sarasota, Florida 34236 and the name of the initial registered agent of the Corporation at that address is Edwin L. Ford, P.A.

ARTICLE VI

INCORPORATOR: The name and address of the person signing these Articles as incorporator is:

Name

John Steele

Address

6313 96th Street East
Bradenton, Florida 34202

ARTICLE VII

CORPORATE EXISTENCE: This Corporation shall commence its existence at the time of filing these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

ARTICLE VIII

SHAREHOLDER MANAGEMENT: The shareholders of the Corporation shall manage the business affairs of the Corporation and exercise all corporate powers in lieu of a board of directors.

ARTICLE IX

INDEMNIFICATION: The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this 26 day of September, 2002.



John Steele, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26th of September, 2002, by John Steele who is personally known to me or who produced as identification and who did (did not) take an oath.

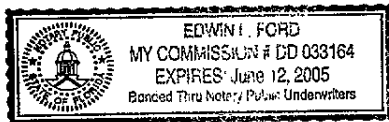


Signature of Notary Public

EDWIN L. FORD
(Typed or Printed Name of Notary Public)

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the corporation listed below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: POTTERS TEA EMPORIUM, INC.
2. The name and address of the registered agent and office is: EDWIN L. FORD, P.A.
1605 MAIN STREET, SUITE 612, SARASOTA, FLORIDA 34236

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

EDWIN L. FORD, P.A.

By: 

Edwin L. Ford, President

Dated this 26th day of September, 2002.

c:\elf\potters tea\designation of registered agent