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Law Offices of
ANDREW P. TSAFFARAS JR., P.A.
521 49th Street North
St. Petersburg, FL 33710
(813) 321-4111

December 28, 1994

Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
Creative Hands Ceramics, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above styled corporation. Also enclosed is a check in the amount of \$122.50 for filing fees, registered agent designation, and certified copy fees.

Please process these documents at your earliest convenience and return the certified copy of the Articles of Incorporation to this office at the above address.

Thank you for your prompt attention and assistance in this matter. If you have any questions or require any further information, please contact my office immediately.

Very truly yours,

Andrew P. Tsaffaras Jr.
Andrew P. Tsaffaras Jr.
Attorney At Law

(Enclosures)

H. 2-11-95 JAN 4 1995

F. CHESSEB JAN 5 1995

ARTICLES OF INCORPORATION OF CREATIVE HANDS CERAMICS,

ARTICLE I. NAME AND ADDRESS

The name and address of this corporation shall be Creative Hands Ceramics, Inc., located at 2048 Alcazar Way South, St. Petersburg, Florida 33712. The principal place of business and address of the corporation is 2048 Alcazar Way South, St. Petersburg, Florida 33712.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of creating and selling ceramics, and to engage in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1000) at One Dollar (\$1.00) par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the

preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be (One (1)). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

JOANNE J. WILLEY: 2048 Alcazar Way South, St. Petersburg, Florida 33712.

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the Corporate Bylaws.

The officers shall be elected annually by the Board Of Directors.

The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	<u>JOANNE J. WILLEY</u>
Vice President	<u>DALE R. WILLEY</u>
Secretary	<u>DALE R. WILLEY</u>
Treasurer	<u>JOANNE J. WILLEY</u>

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 2048 Alcazar Way South, St. Petersburg, Florida 33712.

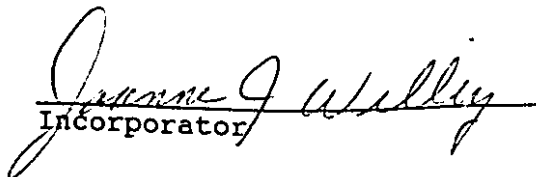
The name of the individual who shall serve as this corporation's initial registered agent at that address is:
JOANNE J. WILLEY.

ARTICLE XI. INCORPORATORS

The names and addresses of the individuals who shall serve as this corporation's incorporators are: JOANNE J. WILLEY, 2048 Alcazar Way South, St. Petersburg, Florida 33712.

ARTICLE XII. AMENDMENT

This corporation reserve the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Incorporator

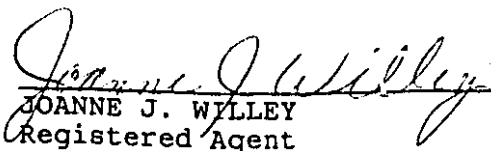
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

CREATIVE HANDS CERAMICS, INCORPORATED, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at: 2048 Alcazar Way South, St. Petersburg, Florida 33712, has named JOANNE J. WILLEY, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at 2048 Alcazar Way South, St. Petersburg, Florida 33712, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOANNE J. WILLEY
Registered Agent

State Of Florida
County Of Pinellas

On December 27, 1994, JOANNE J. WILLEY, designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above, as the corporation's incorporators, personally appeared before me, and well known to me to be the person described in these Articles of Incorporation and signed and acknowledged signing these Articles Of Incorporation of Creative Hands Ceramics, Inc. *Personally Known to me.*


Notary Public

My Commission expires:



ANDREW P TSAFFARAS
My Commission CC271840
Expires Mar 25, 1997
Bonded By HAI
800-422 1565