

MILES OF TILES

M A P B L E & C E R A M I C T I L E

Louis Berlin

P 96000029235

March 14, 1996

RECORDED 1761 1996
MAR 23 1996
****122.50 ****122.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

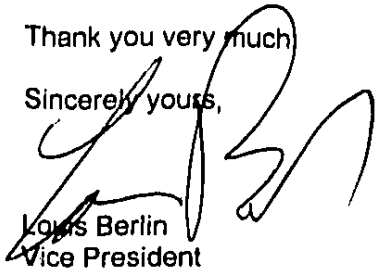
Gentlemen:

Re: Lots of Pots and Other Things Too, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and check in the amount of \$122.50 to cover the filing fee and Certified Copy.

Thank you very much

Sincerely yours,



Louis Berlin
Vice President

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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Enc.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

of
Lots of Pots and Other Things Too, Inc.

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I.

The name of this corporation shall be:

Lots of Pots and Other Things Too, Inc.

ARTICLE II.

GENERAL NATURE OF BUSINESS: The general nature of the business and the objects and purposes to be transacted and carried on and insofar as the laws permit, to do any and all things herein mentioned as fully and to the same extent as natural persons might or could, viz:

- (a) All lawful enterprises pursuant to Florida Statute Section 607.011

(b) To own, purchase, develop, sell, maintain, operate, lease, convey real estate, buildings, plants and structures of all kinds, nature and character, and to erect, maintain, repair, renovate, demolish, dismantle plants and structures of all kinds and character.

(c) To purchase or otherwise acquire, own and hold unconditionally such real and personal property of every kind and description within and without the State of Florida, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects, hereinbefore or hereafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

(d) To carry on all or any of the businesses of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.

(e) To construct, repair, renovate, own, operate, conduct, manage and maintain businesses, stores, buildings, plants, concessions or other premises or establishments for the purpose of, and to engage in the business of buying, selling, leasing, distributing, importing, exporting, manufacturing, producing, making, maintaining, repairing, demonstrating, servicing and otherwise dealing in articles, items, merchandise, personalty, textiles, vegetables, metal minerals, plastics, compositions and services, machines, equipment and any and all other types of goods, wares, merchandise and services of whatsoever kind, character, class and nature through itself or through agents, servants, distributors, or other persons, firms or corporations.

(f) To purchase, hold, sell, exchange, or transfer or otherwise deal in shares of its own or other corporate capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine.

(g) To pay cash or issue capital stock, debentures, bonds, mortgages or other obligations of the corporation for any acquisition by the corporation.

(h) To engage in the ownership, sale, distribution and licensing of, and to acquire and own, patents, improvements and franchises, as well as trademarks and trade names, and to operate under such patents, improvements and franchises, trademarks and trade names, pertaining to the matters and things enumerated herein; and to do such other things as are incident, proper and necessary to the successful operation of the business aforesaid.

(i) To enter into, make and perform contracts of every kind and description, with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, conducive to the attainment of any of the objects or purposes of the corporation, and to enter into any and all types of agreements relating to financing, factoring and guarantees.

(j) To carry on the business of a holding company, and to purchase and acquire any mercantile, commercial, mining, farming, manufacturing, fabricating, producing, or public utility business, trade, or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; and to enter or engage in any such business, trade or enterprise.

(k) In general, to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the State of Florida upon corporations formed under the laws of the State of Florida.

(1) The foregoing clauses shall be construed both as rights and powers, and it is hereby expressly provided that the respective provisions hereof shall not be held to restrict in any manner the powers of the corporation.

ARTICLE III.

The total number of shares of stock which the corporation shall have the authority to issue is one hundred (100) shares, all of which shares shall be with \$1.00 par value, and shall have equal rights, privileges and voting power.

Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorizes by unanimous consent.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is One Hundred (\$100.00). The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The principal office of this corporation is to be located 6290 NW 27th Way City of Ft. Lauderdale, Fl 33309nd State of Florida, or in such other city in the State of Florida as the Board of Directors may determine.

ARTICLE VII.

The number of the members of the Board of Directors of this corporation shall be not less than one (1) and not more than five (5).

ARTICLE VIII.

The names and post office addresses of the officers, and of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Louis Berlin	P/S/D	6290 NW 27th Way Ft. Lauderdale Florida 33303
Mike Missika	VP/T/D	6290 NW 27th Way Ft. Lauderdale Florida 33303

ARTICLE IX

The names and post office addresses of each subscriber of this corporation are as follows:

NAME	ADDRESS
Louis Berlin	6290 NW 27th Way Ft. Lauderdale, FL 33309

ARTICLE X

The corporation hereby appoints Louis Berlin whose address is 6290 NW 27th Way Ft. Lauderdale, Florida to serve as resident agent for the corporation as provided in the applicable Florida statute.

IN WITNESS WHEREOF, the undersigned have made and subscribed to this Certificate of Incorporation at Broward County, State of Florida, for the use and purpose aforesaid, this 14th day of March, 1996.

[Handwritten signature]

TALLAHASSEE, FLORIDA
SEAL OF STATE

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STATE OF FLORIDA)
Broward) ss

I HEREBY CERTIFY that on this 14th day of March 1996 personally appeared before me, the undersigned Notary Public in and for the State of Florida, Louis Berlin

parties to the foregoing Certificate of Incorporation, and each acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts therein set forth are true and correct as given under my hand and official seal, the day and year written at Broward County, Florida.



DRENDA S. TILTON
MY COMMISSION # CC450835 EXPIRES
April 13, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

[Handwritten signature]
Drenda S. Tilton
#CC450835

ACKNOWLEDGEMENT BY RESIDENT AGENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:

[Handwritten signature]