

HAROLD W. MORROW
& ASSOCIATES

ACCOUNTANTS • BUSINESS MANAGEMENT CONSULTANTS
390 LOCKHART ROAD • DADE CITY, FL 33525 • (804) 583-3081

P 960000 95229

November 12, 1996

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****122.50 ****122.50

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL. 32314

I am enclosing our check in the amount of 122.50 for the filing of "ARTICLES OF INCORPORATION" for Ceramic factory outlet, Inc. which are enclosed.

Thank You,

Harold W. Morrow

Harold W. Morrow
21004 Lockhart Road
Dade City, Fl. 33525

FILED
96 NOV 18 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEA NOV 21 1996

ARTICLES OF INCORPORATION
OF
CERAMIC FACTORY OUTLET, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is Ceramic Factory Outlet, Inc.
The principal office address is 2024 CR 470 Lake Panasofkee, Fl.

ARTICLE II

The term of existence of this Corporation is perpetual.

ARTICLE III

This Corporation is organized to transact any and all
lawful business for which corporations may be incorporated under
the Florida General Corporation Act

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares
of No Par common stock.

ARTICLE V

DIRECTORS

This Corporation shall have 1 Director initially. The
number of Directors may be either increased or diminished from time
to time by the By-Laws but shall never be less than one {1}. The
name and address of the initial Director of this Corporation, who
shall serve until her successors are elected and have qualified,
or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sharon Jeffries	8327 C R 647 Bushnell, Fl.

Articles of incorporation of Ceramic Factory Outlet, Inc.

ARTICLE VI

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Sharon Jeffries 8327 C R 647 Bushnell, Florida
Secretary & Treasurer	Beverly Jeffries Rt. 2 Box 258-A Bushnell, Florida

ARTICLE VII

REGISTERED OFFICE AND AGENT

<u>NAME</u>	<u>ADDRESS</u>
Harold W. Morrow	21004 Lockhart Road, Dade City, Fl.

Articles of Incorporation of Ceramic Factory Outlet, Inc.

ARTICLE VIII

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may be involved by reason of his or her being or having been a Director or officer of this Corporation, or by reason of his or her serving or having served this Corporation at its request, whether or not he or she is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties and also in the event of a settlement, before entry of judgement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

Articles of Incorporation of Ceramic Factory Outlet, Inc.

ARTICLE IX

BY - LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceeding that the proposed amendment be submitted to a meeting called for that purpose. At the shareholder's meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XI

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

Harold W. Morrow

21004 Lockhart Road, Dade City, Fl.

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 12th day of NOVEMBER, 1996

Harold W Morrow

Articles of Incorporation of Ceramic Factory Outlet, Inc.

STATE OF FLORIDA

COUNTY OF Pasco

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements personally appeared Harold W. Morrow to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

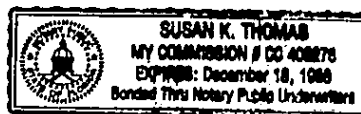
WITNESS my hand and official seal in the County and State last aforesaid this 124 day of November, 1996

Susan K. Thomas

Notary Public - State of Florida

Susan K. Thomas

My Commission Expires:



Articles of Incorporation of Ceramic Factory Outlet, Inc.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, HAROLD W. MORROW, as Registered Agent for
CERAMIC FACTORY OUTLET, INC.

do hereby agree to accept Service of Process on behalf of the
Corporation, to keep my office location at 21004 LOCKHART
ROAD, DADE CITY, FL. 33523 county of PASCO

State of Florida, open during prescribed hours; and to post my name
in some conspicuous place in the above-stated office as required
by law.

Dated: NOV. 12 1996

FILED
96 NOV 18 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harold W. Morrow

Registered Agent