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**TRANSMITTAL LETTER
FILING ARTICLES OF INCORPORATION**

27 December 1996

Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

FILED
96 DEC 30 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Please find enclosed an original and two copies of Articles of Incorporation (which includes designation and acceptance of registered agent for service of process) for filing.

Also enclosed is a check in the amount of \$122.50 to cover the filing fees and other costs associated with this request.

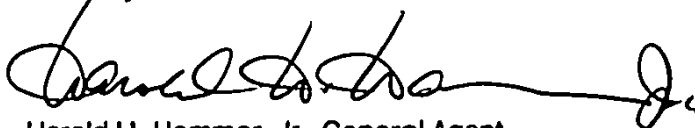
Please return one or more of the certified copies of the Articles of Incorporation to:

NORTH AMERICAN FINANCIAL SERVICES
29656 U.S. Highway 19 North
Tropicana Industrial Park Suite #200
Clearwater, Florida 34621

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****122.50 ****122.50

Thank you for your assistance in this matter.

Sincerely,



Harold H. Hammer, Jr., General Agent
29656 U.S. Highway 19 North
Tropicana Industrial Park Suite #200
Clearwater, Florida 34621
PHONE: (813) 781-6600 or (813) 781-5000
FAX: (813) 781-6900

Enclosures

BC 1/2/97

ARTICLES OF INCORPORATION

OF

GOLDSTONE FINE ART & CERAMIC WORKS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is:

GOLDSTONE FINE ART & CERAMIC WORKS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is for the research, development, manufacturing, packaging, marketing and sales of fine art, graphics, various art services, items, and products and operation of related administrative and service facilities, as may be required, as well as for the transaction of any or all lawful business activities, for which an entity may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of the common stock of the Corporation, having a par value of (\$0.01) U.S. Dollars, each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$25,000.00 consisting of money, labor done or tangible, intangible, or intellectual property actually received.

ARTICLE SIX

The street address of the Initial PRINCIPAL CORPORATE OFFICE is:

29656 U.S. Highway 19 North
Suite #200
Clearwater, Florida 34621

The street address of its initial REGISTERED AGENT is:

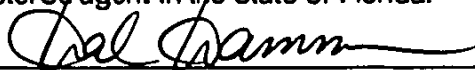
29656 U. S. Highway 19 North
Suite #200
Clearwater, Florida 34621

and the name of its initial registered agent at such an address is:

Hal Hammer

The named registered agent, Hal Hammer, hereby acknowledges that he accepts the appointment as registered agent of GOLDSTONE FINE ART & CERAMIC WORKS, INC., and will discharge the duties required of a registered agent in the State of Florida.

(Signed)



ARTICLE SEVEN

The number of directors constituting the initial board of directors is Two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name and Mailing address

Harold H. Hammer, Jr.
#70 Woodcutter Lane
Palm Harbor, Florida 34683

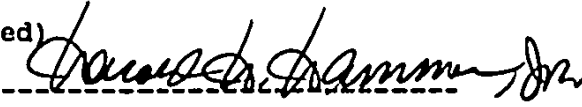
Deborah S. Phillips
#70 Woodcutter Lane
Palm Harbor, Florida 34683

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE
Name and Mailing address

Harold H. Hammer, Jr.
#70 Woodcutter Lane
Palm Harbor, Florida 34683

(signed) 

Incorporator

Deborah S. Phillips
#70 Woodcutter Lane
Palm Harbor, Florida 34683

(signed) 

Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

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