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March 25, 1997

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

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-03/26/97--01131--009
*****122.50 *****122.50

RE: Key West Ceramic Company

Dear Sir or Madam:

I am herewith enclosing for filing an original and one copy of the Articles of Incorporation and a Certificate Designating Registered Office and Registered Agent for Key West Ceramic Company. Please certify the copies and return same to me in the envelope provided herein.

I am also enclosing our check in the amount of \$122.50 for the appropriate filing fees.

If you have any questions, please contact our office. Your assistance is greatly appreciated.

Sincerely,

Tricia Eables

Tricia Eables
Law Clerk to R. Bruce Wallace

Enclosure

FILED
97 MAR 26 PM 12:06
SECRET
TALLAHASSEE, FLORIDA

[Handwritten signature]

ARTICLES OF INCORPORATION
OF
KEY WEST CERAMIC COMPANY

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SECRET
TALLAHASSEE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Key West Ceramic Company.

ARTICLE II

The principal place of business of this corporation shall be 1312 Fourth Street, Key West, Monroe County, Florida, and its mailing address shall be P. O. Box 855, Key West, Florida 33040.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The corporation shall have the power to engage in any lawful activities or business permitted under the laws of the United States and Florida.

ARTICLE V

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

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

ARTICLE VIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE IX

The number of directors of the corporation shall be fixed by the By-Laws of the corporation and may be increased or decreased from time to time, but shall never be less than one. The initial Board of Directors shall consist of two (2) directors whose names and addresses are as follows:

Dianne F. Collatos, P. O. Box 855, Key West, FL 33040
Jeffrey Hayes, 260 Loring Avenue, Los Angeles, CA 90024

ARTICLE X

The initial registered agent of the corporation is Dianne F. Collatos whose address is 1312 Fourth Street, Key West, Florida 33040.

ARTICLE XI

The name and address of the incorporator of this corporation is Dianne F. Collatos, 1314 Fourth Street, P. O. Box 855, Key West, Florida 33040.

The undersigned incorporator has executed these Articles of Incorporation on this 25th day of March, 1997.

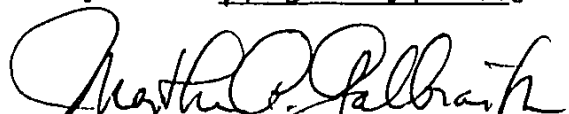

DIANNE F. COLLATOS, Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

25th The foregoing instrument was acknowledged before me this day of March, 1997, by Dianne F. Collatos, who is personally known to me or who has produced FL Drivers License as identification.



Martha A. Galbraith
MY COMMISSION # CC514061 EXPIRES
December 1, 1999
BONDED THRU TROY FARM INSURANCE, INC.


Notary Public-State of Florida
My Commission Expires:
MARTHA A. GALBRAITH

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR ACCEPTING SERVICE OF PROCESS WITHIN THIS STATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:


First, that Key West Ceramic Company, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Key West, State of Florida, has named Dianne F. Collatos, 1312 Fourth Street Key West, Florida 33040, as its agent to accept service of process within the State of Florida.

Dated this 25 day of March, 1997.


Dianne F. Collatos, Incorporator

ACKNOWLEDGEMENT

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 I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.


Dianne F. Collatos
Registered Agent

FILED
97 MAR 26 PM 12:07
TALLAHASSEE
FLORIDA