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TO: DIVISION OF CORPORATIONS

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FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.  
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NAME: ARTSPOT CERAMICS II, INC.

AUDIT NUMBER.....H97000006075

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ARTSPOT CERAMICS II, INC.  
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of ARTSPOT CERAMICS II, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is ARTSPOT CERAMICS II, INC. and the street address of the initial principal office of the Corporation is 1142 Weston Road, Fort Lauderdale, Florida 33326.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of one penny par value Common Stock.

PREPARED BY: Jonathan J. Liothman, Esquire  
English, McCaughan & O'Bryan, P.A.  
100 Northeast Third Avenue, Suite 1100  
Fort Lauderdale, Florida 33301  
(954) 462-3300  
Florida Bar No. 717053

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Carmen Gloria Sans	1324 Veracruz Lane Weston, Florida 33327
Jorge Sans	1324 Veracruz Lane Weston, Florida 33327
Candice Crew	17410 Southwest 29 Court Pembroke Pines, Florida 33029

ARTICLE VI

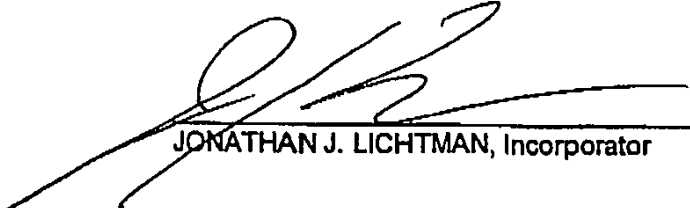
INCORPORATOR

The name and address of the Incorporator of the Corporation is Jonathan J. Lichtman, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of April, 1997.



JONATHAN J. LICHTMAN, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for ARTSPOT CERAMICS II, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,  
Initial Registered Agent

Dated: April 15, 1997

By: Debra H. Chrystie  
DEBRA H. CHRYSTIE, Assistant  
Secretary

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