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97 APR 16 AM 9:00
FILED
TALLAHASSEE, FLORIDA

April 16, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
4-9-97

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-04/18/97--01044--003
****122.50 ****122.50

Re: ALL FIRED UP, INC.

Dear Division of Corporations Staff:

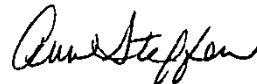
With reference to the above, enclosed herewith please find the original and one (1) copy of the Articles of Incorporation and Registered Agent form together with check for filing as follows:

| | |
|------------------|-----------|
| Filing fee | \$ 35.00 |
| Certified copy | 52.50 |
| Registered Agent | 35.00 |
| | \$ 122.50 |

Also enclosed for your convenience is stamped/addressed envelope for return.

Your assistance is appreciated. If you have any questions, please do not hesitate to call.

Sincerely,



Ann Steffen
Secretary/Legal Assistant
to BRUCE W. FLOWER

as

Enclosures

P. CHIDDER APR 21 1997

ARTICLES OF INCORPORATION
OF
ALL FIRED UP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE ONE

EFFECTIVE DATE
4-9-87 of the corporation is ALL FIRED UP, INC.

ARTICLE TWO

This corporation is organized for the purpose of conducting all phases of a pottery business and pottery studio, and all lawful business including, but not limited to:

a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate to be acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary to be useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and to execute such mortgage, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

d) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of the corporation, or any bonds, securities, or other evidences of indebtedness created by any other

corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, power and privileges of ownership, including the right to vote such stock.

e) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to the amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation or calculated to facilitate the same.

f) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

g) To engage in any and all lawful businesses, trades, occupations and professions.

h) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or interference from the terms of any other object, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE THREE - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE FOUR - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is a minimum of FIVE HUNDRED (\$500.00) Dollars.

ARTICLE FIVE - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE SIX - ADDRESS

The initial street address of the principal office of this corporation is to be at 6443 W. River Bend Road, Dunnellon, Florida 34433. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE SEVEN - DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may be increased from time to time by the By-Laws.

ARTICLE EIGHT - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---|
| CAMILLE MARCHESE | 6443 W. River Bend Road Dunnellon, Florida 34433 |

ARTICLE NINE - SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation shall be as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---|
| CAMILLE MARCHESE | 6443 W. River Bend Road Dunnellon, Florida 34433 |

ARTICLE TEN - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 511 North Maitland Avenue, Maitland, Florida 32751, and the name of the initial registered agent of this corporation at that address is BRUCE W. FLOWER.

ARTICLE ELEVEN - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Article of incorporation are acknowledged.

ARTICLE TWELVE - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE THIRTEEN - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE FOURTEEN - INDEMNIFICATION

This corporation shall indemnify any office or director, or any former officer or director, to the full extent permitted by law.


ARTICLE FIFTEEN - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIXTEEN - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 9th day of April, 1997.


CAMILLE MARCHESE
6443 W. River Bend Road
Dunnellon, Florida 34433

STATE OF FLORIDA)
COUNTY OF ORANGE)

9th The foregoing instrument was acknowledged before me this day of April, 1997, by CAMILLE MARCHESE, who is personally

known to me and who did take an oath.


Notary Public
Name: ANN B. STEFFEN

My commission expires:



ANN B STEFFEN
My Commission CC318472
Expires Nov. 09, 1997
Bonded by HAI
800-422-1555

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

ALL FIRED UP, INC., a corporation organized (or
organizing) under the laws of the State of Florida with its
principal office located at 6443 W. River Bend Road, Dunnellon,
County of Marion, State of Florida 34433, has named BRUCE W. FLOWER
of 511 North Maitland Avenue, City of Maitland, County of Orange,
Florida 32751, as its agent to accept service of process within
the State.

ACCEPTANCE

I agree as Registered Agent to accept service of process;
to keep open during prescribed hours; to post my name (and any
other officers of said corporation authorized to accept service of
process at the above Florida designated address) in some
conspicuous place in the office as required by law.

WITNESS my hand this 9th day of April, 1997, in the
City of Maitland, State of Florida.



BRUCE W. FLOWER
Registered Agent

FILED
97 APR 18 AM 9:01
TALLAHASSEE, FLORIDA