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JIM L. DYE
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Reply To:
Tallahassee

June 5, 1997

PENSACOLA, FLORIDA
(904) 477-3890

JACKSONVILLE, FLORIDA
(904) 353-3214

TAMPA, FLORIDA
(813) 251-0268

ORLANDO, FLORIDA
(407) 423-5435

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Coton Colors Pottery, Inc.

Dear Sir or Madam:

Please file the attached Articles of Incorporation and issue a Certificate of Incorporation. Checks in the amounts of \$70.00 and \$8.75 are attached hereto. I will send our Runner over within the next few days to retrieve our copy of the Articles of Incorporation and the Certificate of Incorporation.

Your assistance with this matter is appreciated.

Sincerely,

Donna Bond Graham

Donna Bond Graham
Legal Assistant

DBG

Attachments

K.R. JUN - 6 1997

FILED
97 JUN -5 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700002203557--3
-06/06/97--01001--011
*****70.00 *****70.00

700002203557--3
-06/06/97--01001--012
*****8.75 *****8.75

RECEIVED
JUN -5 PM 4:01

Call when
Ready

ARTICLES OF INCORPORATION
OF
COTON COLORS POTTERY, INC.

FILED
97 JUN -5 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation is: COTON COLORS POTTERY, INC.

ARTICLE II

NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all lawful business, trades, occupations and professions, including the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One-Hundred (100) shares of common stock, each share having the par value of Ten dollars (\$10.00).

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 IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin is not less than One-Thousand (\$1,000.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

ARTICLE VI

ADDRESS AND RESIDENT AGENT

This initial street address of the principal office of this Corporation is 1207 Commercial Park Dr., Tallahassee, Florida 32303. 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. The registered address for the corporation shall be 609 Live Oak Plantation, Tallahassee, Florida 32312, and the Registered Agent at such address is Laura B. Johnson.

ARTICLE VII

DIRECTORS - INITIAL DIRECTORS

The corporation shall have no more than one (1) director, initially, but the number of directors may be increased or diminished from time to time by the Bylaws. The name and street address of the initial Director who shall hold office until their successors are elected and have qualified, is as follows:

Laura B. Johnson
609 Live Oak Plantation
Tallahassee, FL 32312

ARTICLE VIII

SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of Shares of Stock each agree to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Laura B. Johnson	609 Live Oak Plantation Tallahassee, FL 32312	100

ARTICLE IX

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing with the Secretary of State of Florida.

Board of Directors, proposed by them to the Stockholders and approved at the Stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all Directors and all the stockholders 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 4th day of June, 1997.


Laura B. Johnson

STATE OF FLORIDA
COUNTY OF LEON

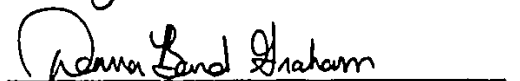
I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Laura B. Johnson, to me known to be the person in and who executed the foregoing instrument and he acknowledged before me that he executed the same and who did take an oath.

WITNESS my hand and official seal in the County and State named above on the 4th day of June, 1997.

(SEAL)



Donna Bond Graham
MY COMMISSION # CC581600 EXPIRES
November 1, 2000
BONDED THRU TROY FAIR INSURANCE, INC


NOTARY PUBLIC
Typed Name: DONNA BOND GRAHAM
My Commission Expires:

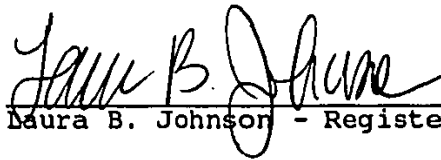
REGISTERED AGENT

In pursuance of and in compliance with the Florida Statutes, the following is submitted:

That COTON COLORS POTTERY, INC., desiring to organize

County of Leon, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of law relative to keeping open said office.



Laura B. Johnson - Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA