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* Not Admitted in Florida

September 24, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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-09/25/97--01065--013
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RE: FILING OF ARTICLES OF INCORPORATION

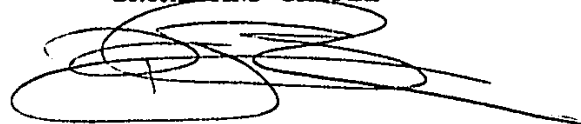
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of **The Paint Bar, Inc.** (the "Articles"), along with a check in the amount of \$131.25 in payment of the applicable fees for filing the Articles, obtaining a certified copy of same and obtaining a certificate. Please forward the certified copy and certificate to the address above in the enclosed prepaid Federal Express envelope at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,

BROAD AND CASSEL



Peter M. Bernhardt

PMB/tll
Encs.

Handwritten signature/initials

ARTICLES OF INCORPORATION
OF
THE PAINT BAR, INC.

FILED
97 SEP 25 PM 12:05
SECRET
TALLAHASSEE

The undersigned incorporator to these articles of incorporation, under the laws of the State of Florida, adopt these articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation ("Corporation") shall be The Paint Bar, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be at the care of Susan B. Nordone, 8259 Lakeview Drive, City of West Palm Beach, County of Palm Beach, State of Florida 33412.

ARTICLE III. PURPOSE

The Corporation is formed to engage in any and all lawful purposes, including without limitation, a ceramics studio.

ARTICLE IV. TERM OF EXISTENCE

The Corporation shall have perpetual existence starting on _____, 1997.

ARTICLE V. CAPITAL STOCK

The capital stock of the Corporation shall be 50 shares of common stock having a par value of \$1 per share. Shares of the Corporation are subject to repurchase in accord with the bylaws adopted by the board of directors.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is BROAD AND CASSEL, 400 Australian Avenue South, Fifth Floor, City of West Palm Beach, County of Palm Beach, State of Florida 33401. The Corporation's initial registered agent at that address is Peter M. Bernhardt, Esq.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Susan B. Nordone | 8259 Lakeview Drive West Palm Beach, FL 33412 |

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these articles of incorporation as incorporator are:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| Mr. Peter M. Bernhardt | 400 S. Australian Ave., Fifth Floor West Palm Beach, Florida 33401 |

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the Corporation may sell or transfer stock in the Corporation except to another individual who is eligible to be a shareholder, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE X. RESTRICTIONS AGAINST VIOLATION OF S STATUS

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code. The Corporation shall only authorize and issue one class of stock (voting common). No shareholder shall do any act, including the sale or transfer of such stock, which shall contravene or revoke the Corporation's election to be taxed as an S Corporation.

ARTICLE XI. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

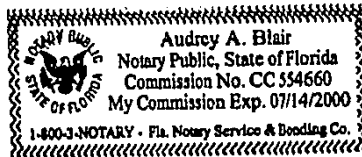
IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation on 9/24/97.

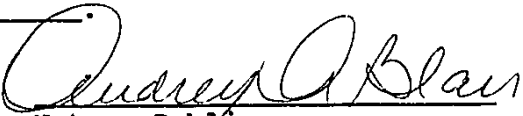

Peter M. Bernhardt

Date: 9/24/97

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing articles of incorporation were acknowledged before me on 9/24/97 by _____.




Notary Public
My Commission Expires:
(SEAL)

ACCEPTANCE OF REGISTERED AGENT

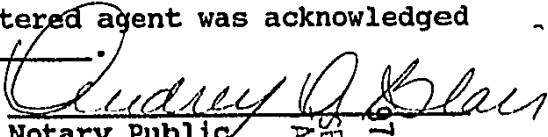
Having been named to accept service of process for Paint Bar, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. §607.0501(3).

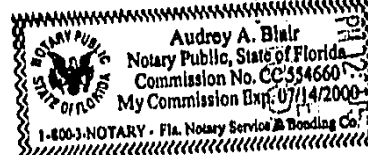

Peter M. Bernhardt, Esq.

Date: 9/24/97

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing acceptance of registered agent was acknowledged before me on 9/24/97 by _____.


Notary Public
My Commission Expires:
(SEAL)



FILED
SEP 25 1997
MAHARAJ