

LAW OFFICE
ROBERT V. DUSS

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JACKSONVILLE, FLORIDA 32202-3877

ROBERT V. DUSS

JOHN S. DUSS
(1912-1990)

ED BUTLER
(1921-1988)

January 2, 1998

TELEPHONE:
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Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301
Attn: Corporate Filing

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-01/06/98-01004-001
****122.50 ****122.50

RE: All Fired Up Pottery Studio, Inc.

Dear Sirs:

For filing with the Division of Corporations, I am enclosing the original and one copy of the Articles of Incorporation for All Fired Up Pottery Studio, Inc. I am also enclosing by office account check payable to the Secretary of State in the sum of \$122.50, covering the following:

Filing Fee	\$ 35.00
Certified copy of Articles	52.50
Designation of Resident Agent	35.00

I would appreciate it if you would deliver the enclosed Articles of Incorporation to the Secretary of State and confirm its receipt and assignment of document number to this corporation. Should you have any questions, please contact me upon receipt.


Sincerely,



Robert V. Duss

RVD:bas

Enclosures



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FILED
98 JAN -6 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
98 JAN -6 AM 8:24
DIVISION OF CORPORATION

FILED

98 JAN - 6 AM 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL FIRED UP POTTERY STUDIO, INC.

The undersigned incorporator, pursuant to the "Florida Business Corporation Act", adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: ALL FIRED UP POTTERY STUDIO, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of this Corporation shall be: 3748 Helicon Drive, Jacksonville, Florida, 32223.

ARTICLE III - CAPITAL STOCK

The number of shares that the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock par value \$1.00 (One Dollar) per share.

ARTICLE IV - CUMULATIVE VOTING

At all times, each holder of common stock of the corporation shall be entitled to one (1) vote for each share of such stock standing in his name on the books of the corporation. At all elections of directors of the corporation, each holder of common stock shall be entitled to as many votes as shall equal the number of votes as shall equal his number of shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single candidate or he may distribute them among some or all of the candidates.

ARTICLE V - PREEMPTIVE RIGHTS

Each 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 the issuance of fractional shares) at the price at which it is offered to others. If this preemptive right is not exercised within thirty (30) days of receipt of a notice in writing from the corporation by purchase for cash, this right shall be deemed waived.

ARTICLE VI - REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The initial registered office and the initial registered agent of the corporation at such office is as follows:

Robert V. Duss
112 West Adams Street, Suite 1402
Jacksonville, Florida 32202

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

Robert V. Duss
112 West Adams Street, Suite 1402
Jacksonville, Florida 32202

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one. The names and addresses of the initial directors are as follows:

CHARLES R. RICHARDSON
3748 Helicon Drive
Jacksonville, Florida 32223

CAROLE A. RICHARDSON
3748 Helicon Drive
Jacksonville, Florida 32223

ARTICLE IX - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE X - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE XI - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the full extent possible under Florida law or as may be more fully set forth in the By-laws.

ARTICLE XII - AMENDMENT

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

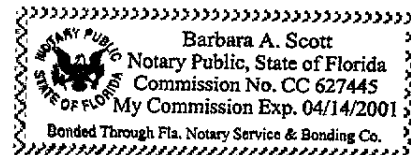
IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 2 day of January, 1998.

Robert V. Duss
Robert V. Duss, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2 day of January, 1998, by Robert V. Duss, who is personally known to me.

Barbara A. Scott
Notary Public (Print name)

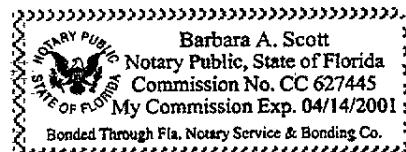


I, Robert V. Duss, am familiar with and hereby accept the duties and responsibilities as registered agent for said Corporation.

Robert V. Duss
Robert V. Duss
Registered Agent

Sworn to and subscribed before me this 2 day of January, 1998, by Robert V. Duss, who personally known to me and who did take an oath.

Barbara A. Scott
Notary Public (Print Name)



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