

P98000003993

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

SUBJECT: MAJOLICA d'ITALIA of NAPLES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for Seventy-five Dollars & 75 Cents for the costs of the Filing Fee and Certificate.

FROM: CYNTHIA KELLY
845 10th Avenue North
Naples, FL 34108

(941) 261-4090/PH
(941) 261-8944/FX

*1-11-98 could not reach Cynthia Kelly
to verify address.*

FILED
98 JAN 12 AM 9:43
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

ARTICLE I - NAME

The name of this corporation is MAJOLICA d' ITALIA of NAPLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 845 100th Avenue North, Naples, FL, 34108 and the name of the initial registered agent is Cynthia Kelly. The street address of the principal office and mailing address is 845 100th Avenue North, Naples, FL, 34108.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by a vote of the shareholders. However, there shall never be less than one or more than five. The name and address of the initial Board of Directors is Cynthia Kelly, 845 100th Avenue North, Naples, FL, 34108.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is Cynthia Kelly, 845 100th Avenue North, Naples, FL, 34108.

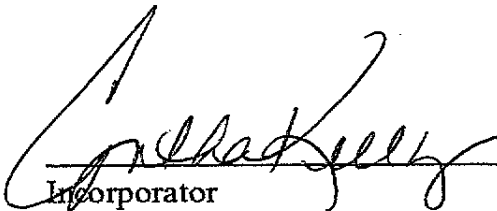
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal and provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred on the shareholders shall be subject to this reservation.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of January, 1998.


Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the Registered Agent/Registered Office in the State of Florida.

- 1) The name of the corporation is MAJOLICA d' ITALIA of NAPLES, INC.
- 2) The name and address of the registered agent and registered office is Cynthia Kelly, 845 100th Avenue North, Naples, FL, 34108.

DATE 01/10/98 BY: Cynthia Kelly

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to accept appointment as registered agent and to act in that capacity, and I further state that I am familiar with and accept the obligations provided for in Section 607.501, Florida Statutes, and to comply with the provisions of all other statutes relative to the proper and complete performance of my duties.

DATE 01/10/98 BY: Cynthia Kelly

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