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LAW OFFICES OF HUGH C. FERRELL

Attorneys and Counselors at Law
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(941) 366-9691 • Fax (941) 955-5172



- Real Property Law
- Corporation and Business Law
- Commercial Litigation

March 11, 1998

Secretary of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

700002458037-8
-03/16/98-01066-004
****122.50 ****122.50

Re: Pots Galore & More, Inc.

Dear Mr. Secretary:

We enclose the original Articles of Corporation of Pots Galore & More, Inc. for filing together with our check in the amount \$ 122.50 for the following:

Articles of Incorporation	\$ 35.00
Registered Agent Designation	35.00
Certified Copy Fee	52.50
TOTAL	\$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 12:00

Please return a certified copy of the Articles of Incorporation to us.

Thank you for your assistance in this matter. Please call us if you have any questions.

Yours very truly,

Tracy Ferrell

Tracy Ferrell
Legal Assistant

Enclosures as stated
:tlf

3-17-98
WJ

POTS GALORE & MORE, INCORPORATED

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 12:00

BY THESE ARTICLES OF INCORPORATION, the incorporator forms a corporation for profit under Florida law.

1. **NAME.** The name of this corporation is Pots Galore & More, Incorporated
2. **ADDRESS.** The street address and mailing address of the principal office of the corporation is:

204-B East McKenzie Street
Punta Gorda, Florida 33950

3. **TERM.** The corporation shall exist perpetually.
4. **PURPOSE.** The purpose of the corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

5. **CAPITAL STOCK.** This corporation is authorized to issue 1,000 shares of common stock with no par value. The board of directors may dispose of the authorized but unissued stock from time to time. No stockholder has a preemptive right to purchase unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire stock.

6. **REGISTERED AGENT.** The registered agent for this corporation is HUGH C. FERRELL and the registered office is located at 22 S. Tuttle Avenue, Suite 4, Sarasota, Florida 34237.

7. **DIRECTORS.** This corporation shall have one director initially. The number shall be fixed by the bylaws and may be changed from time to time.

8. **INITIAL DIRECTORS.** The name and address of each member of the first board of directors is:

Mary Jean Johnson

215 Goldstein Street
Apartment #2
Punta Gorda, Florida 33950

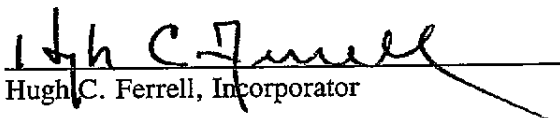
They shall hold office until the first annual meeting of stockholders.

9. **INCORPORATORS.** The name and street address of the incorporator is HUGH C. FERRELL, 22 S. Tuttle Avenue, Suite 4, Sarasota, Florida 34237.

10. **BYLAWS.** After adoption of the initial bylaws by the directors, bylaws may be adopted, amended or repealed by the stockholders of this corporation. The board of directors may adopt bylaws, subject to the stockholders' approval at their next ensuing meeting, but the bylaws adopted by the board of directors shall not conflict with those adopted by the stockholders.

11. **STOCK RESTRICTIONS.** By agreement, stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws shall provide for transfer on the corporate books in conformity with any agreement.

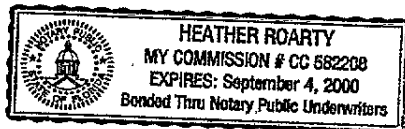
DATED ON March 11, 1998


Hugh C. Ferrell, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on March 11, 1998, by Hugh C. Ferrell who is personally known to me.

(SEAL)

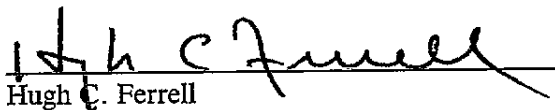



Notary Public
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 12:06

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


Hugh C. Ferrell