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May 5, 1998

FILED  
98 MAY -8 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
Corporate Records Bureau  
P O Box 6327  
Tallahassee, Florida 32314

Re: RIVER END GLASS STUDIO, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above-named corporation. In addition, I have enclosed a check payable to your order, in the sum of \$122.50, which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Alan J. Berman

AJB/j  
enclosures

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05/08/98 01068-008  
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ARTICLES OF INCORPORATION  
OF  
RIVER END GLASS STUDIO, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be RIVER END GLASS STUDIO, INC.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose is to engage in any activities or business permitted under the Laws of the United States and Florida; including but not limited to, the manufacture of decorative glass handles for serving accessories.

ARTICLE FOUR: CAPITAL STOCK: The corporation is authorized to issue one hundred (100) shares, all of which shall be common shares, no par value.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT:  
The street address of the initial Registered Office of the corporation is 4 River End Place, Palm Coast, Florida 32164 (P O Box 352263, Palm Coast, Florida 32135) and the name of the Registered Agent is SUSAN A. ZIEGLER, of 4 River End Place, Palm Coast, Florida 32164 (P O Box 352263, Palm Coast, Florida 32135).

ARTICLE SIX: INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be increased or decreased, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is:

SUSAN A. ZIEGLER - 4 River End Place  
Palm Coast, Florida 32164  
- P O Box 352263  
Palm Coast, Florida 32135

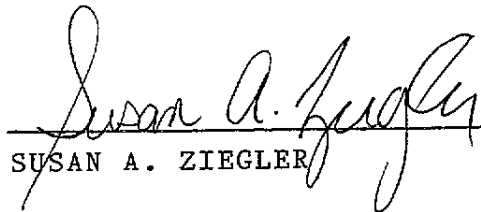
ARTICLE SEVEN: INCORPORATOR: The incorporator of the corporation and the subscriber to these Articles of Incorporation is SUSAN A. ZIEGLER, who resides at 4 River End Place, Palm Coast, Florida 32164 (P O Box 352263, Palm Coast, Florida 32135).

ARTICLE EIGHT: BYLAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend bylaws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation and the mailing address is 4 River End Place, Palm Coast, Florida 32164 (P O Box 352263, Palm Coast, Florida 32135).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this            day of May, 1998.

  
\_\_\_\_\_  
SUSAN A. ZIEGLER

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

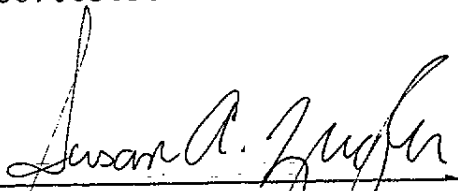
Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

RIVER END GLASS STUDIO, INC., desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, at 4 River End Place, Palm Coast, Florida 32164 (P O Box 352263, Palm Coast, Florida 32135) has named SUSAN A. ZIEGLER as its designated agent to accept service of process within the state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office, as provided for in Florida Statutes 607.0505.

Dated this       day  
of May, 1998.

  
\_\_\_\_\_  
Registered Agent  
SUSAN A. ZIEGLER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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