

Charter Number Only

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VALUATION ONLY

Requester Name  
Address  
City State ZIP Phone

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\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Pottery Kingdom International, Corp.



Empire Toll Free: 1-800-432-3028

RECEIVED  
98 JUN 12 AM 9:11  
DIVISION OF CORPORATION

FILED  
98 JUN 12 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

Handwritten signature/initials

Certified copy

**ARTICLES OF INCORPORATION**  
**OF**  
**POTTERY KINGDOM INTERNATIONAL, CORP.**

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The undersigned incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the Corporation is POTTERY KINGDOM INTERNATIONAL, CORP.

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in the business of landscape garden design by engaging in the sale and distribution of landscape plant material, including the sale of plants, trees, soil, and related products, and the construction, manufacture, repair, installation, servicing, and sale, wholesale and retail, of decorative concrete and ceramic pots, planters, fountains, columns, birdbaths, sconces, statuary, figures, and any other related garden decorative products, and otherwise deal with all kind of merchandise, inventory related thereto, and to engage in any other lawful activities within the purposes for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

### **ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

### **ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial Registered Agent and the registered address of the corporation in the State of Florida shall be:

Albert Barrera  
11555 U.S., No. 1, Palm Beach Gardens, FL 33408

### **ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE**

The initial principal office of the corporation shall be at 4237 Okeechobee Boulevard, West Palm Beach, Florida. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

### **ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

#### **ARTICLE VIII - INITIAL DIRECTORS**

The names of the initial directors of this corporation and their street address is:

Albert Barrera  
11555 U.S., No. 1, Palm Beach Gardens, FL 33408

Patricia Barrera  
11555 U.S., No. 1, Palm Beach Gardens, FL 33408

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE IX - INCORPORATOR**

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

Albert Barrera  
11555 U.S., No. 1, Palm Beach Gardens, FL 33408

#### **ARTICLE X - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

#### **ARTICLE XI - CONFLICT OF INTEREST**

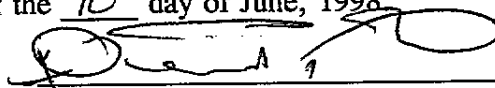
No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact

that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

#### ARTICLE XII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 10<sup>th</sup> day of June, 1998.

  
ALBERT BARRERA

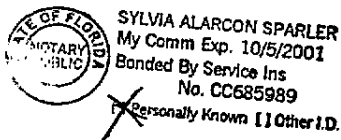
STATE OF FLORIDA)  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared ALBERT BARRERA, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Palm Beach, Florida this 10<sup>th</sup> day of June, 1998.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That POTTERY KINGDOM INTERNATIONAL, CORP., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at West Palm Beach, Palm Beach County, Florida, has named **Albert Barrera** **11555 U.S., No. 1, Palm Beach Gardens, FL 33408** as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
ALBERT BARRERA

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