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FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

November 25, 1998

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

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-12/30/98-01020-016
****122.50 *****78.75

Re: Filing of Articles of Incorporation for Hays Cash Design Studios, Inc.

Dear Secretary of State:

Please find enclosed the original signed Articles of Incorporation for Hays Cash Design Studios, Inc.

Also enclosed, please find money order # 69556693184 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fees of the Articles, Designation of Registered Agent and Certified Copy.

If you have any questions, please contact me at (352) 735-4975.

Very truly yours,

Penny Cash
26119 Troon Avenue
Mount Plymouth, Florida 32776

Enclosures

SHARON

DEC 30 1998

ARTICLES OF INCORPORATION
OF
HAYS CASH DESIGN STUDIOS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is HAYS CASH DESIGN STUDIOS, INC.

ARTICLE II - NATURE OF THE BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows:

The specific purpose shall be create and market iron, ceramic and other objects of utilitarian and non-utilitarian art.

Its general purpose is to do all things allowed under Florida General Corporate Statute.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 5000 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be 26119 Troon Avenue, Mount Plymouth, Florida 32776. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Penny Cash
26119 Troon Avenue
Mount Plymouth, Florida 32776

Doug Hays
26119 Troon Avenue
Mount Plymouth, Florida 32776

ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefor are as follows:

NAME	ADDRESS	SHARES	AMOUNT
Penny Cash	26119 Troon Avenue Mount Plymouth, Florida 32776	250	\$250.00
Doug Hays	26119 Troon Avenue Mount Plymouth, Florida 32776	250	\$250.00

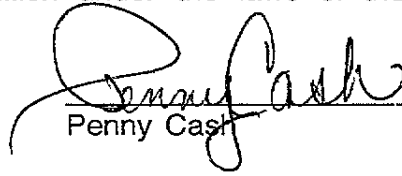
ARTICLE X - REGISTERED AGENT

The registered agent of this corporation shall be Penny Cash, 26119 Troon Avenue, Mount Plymouth, Florida 32776

ARTICLE XI - AMENDMENTS

These 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 stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 26th of December 1998.


Penny Cash

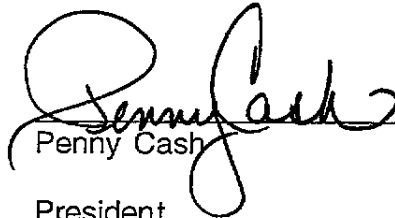
STATE OF FLORIDA
COUNTY OF LAKE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--That HAYS CASH DESIGN STUDIOS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Mount Plymouth, State of Florida, has named PENNY CASH, located at 26119 Troon Avenue, City of Mount Plymouth, State of Florida 32776 as its Agent to accept service of process within Florida.

SIGNATURE:


Penny Cash

TITLE:

President

DATE:

12-28-98

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 I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE:


Penny Cash, Resident Agent

DATE:

12-28-98