

Division of Corporations

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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : ARNOLD MATHENY & EAGAN, P.A.
Account Number : I20000000141
Phone : (407)841-1550
Fax Number : (407)841-8746

LIMITED LIABILITY COMPANY

Upgrade Tile & Marble LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

J. BRYAN OCT - 8 2002

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ARTICLES OF ORGANIZATION FOR LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

UPGRADE TILE & MARBLE LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**26005 EAST COLONIAL DRIVE
CHRISTMAS, FLORIDA 32709**

ARTICLE III - Duration:

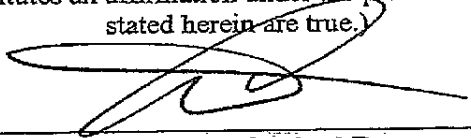
The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is a manager-managed Limited Liability Company. The Limited Liability Company shall be managed by the manager(s) who is (are) designated, appointed or elected to act in such capacity in accordance with the Operating Agreement of the Limited Liability Company.

The persons who are designated or appointed as President or, in his or her absence, Vice President shall carry out and further the decisions and actions of the managers or member(s) made pursuant to the Operating Agreement and shall be authorized to execute on any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decisions or actions.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Arthur R. Louv - Authorized Representative

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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& ALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

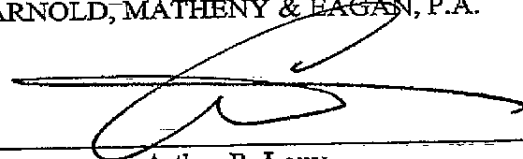
1. The name of the limited liability company is **UPGRADE TILE & MARBLE LLC**
2. The name and the Florida street address of the registered agent are:

Arnold, Matheny & Eagan, P.A.
801 N. Magnolia Avenue, Suite 201
Orlando, Florida 32802

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

ARNOLD, MATHENY & EAGAN, P.A.

By: _____



Arthur R. Louv