M40499

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 760170 4311530

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : March 30, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 760170-005

CUSTOMER NO: 4311530

CUSTOMER: Ira Zager, Esq
Horwich & Zager, P.a.
Suite 202
1541 Sunset Drive
Coral Gables, FL 33143

EFFECTIVE DATE 4/1/98

Merger & name change

200002471872--6
-03/30/98--01026--024
****122.50 ****122.50

ARTICLES OF MERGER

RAINBOW TILE, INC.

INTO

RAINBOW TILE OF POMPANO, INC.

98 MAR 30 AM 11:21
DIVISION OF CORPORATION
RECEIVED

Name Availability	3/31/98
Document Examiner	DOH
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Update Verifyer	DOH
Acknowledgement	DOH
W.P. Verifyer	DOH

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CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: ____________

ARTICLES OF MERGER
Merger Sheet

MERGING:

RAINBOW TILE, INC., a Florida corporation 461975

,

INTO

RAINBOW TILE OF POMPANO, INC. which changed its name to
RAINBOW TILE, INC., a Florida corporation, M40499

File date: March 30, 1998, effective April 1, 1998

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
4/1/98

98 MAR 30 PM 2:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

RAINBOW TILE, INC. (hereafter referred to as "Miami"), a Florida corporation, shall merge into **RAINBOW TILE OF POMPANO, INC.** (hereafter referred to as the "Surviving Corporation"), a Florida corporation, which, as a result of the merger, will hereinafter be known as **RAINBOW TILE, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned domestic corporations adopt the following Articles of Merger effective as of April 1, 1998, and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Miami, a Florida corporation, and the Surviving Corporation, a Florida corporation.

2. The Surviving Corporation, which will hereinafter be known as **RAINBOW TILE, INC.** is to be governed by the laws of the State of Florida.

3. A copy of the Plan of Merger, attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth herein was approved by the Shareholders of the undersigned corporations in the manner prescribed by the Act.

4. The Plan of Merger was approved by the Board of Directors of each corporation on March 16, 1998 and by the Shareholders of each corporation as of March 19, 1998.

5. The effective date of the merger shall be April 1, 1998, in accordance with Section 607.1101 of the Act.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of the 19th day of March, 1998.

(CORPORATE SEAL)

ATTEST:

MARGO SZTANSKI, Secretary

RAINBOW TILE, INC.,
a Florida corporation

BY: ______________________
MICHEL SZTANSKI, President

(CORPORATE SEAL)

ATTEST:

MICHEL SZTANSKI, Secretary

RAINBOW TILE OF POMPANO, INC.,
a Florida corporation

BY: ______________________
MICHEL SZTANSKI, President

EXHIBIT "A"

PLAN OF MERGER
****

This Plan of Merger to be effective as of the 1st day of April, 1998, by and between **RAINBOW TILE, INC.**, a Florida corporation, (hereafter referred to as "Miami") and **RAINBOW TILE OF POMPANO, INC.**, a Florida corporation, (hereafter referred to as the "Surviving Corporation"), said corporations hereinafter sometimes collectively referred to as the "Constituent Corporations".

WITNESSETH:
****

WHEREAS, Miami is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of the Surviving Corporation having been filed with the Secretary of State for the State of Florida on October 23, 1986; and

WHEREAS, the total number of shares of stock which Miami has authority to issue is 5000 shares of common stock of which 250 shares of common stock are now issued and outstanding and owned as follows:

(a) Michel Sztanski 125 shares,

(b) Margo V. Sztanski 125 shares; and

WHEREAS the Surviving Corporation has authority to issue 500 shares of common stock, of which 100 shares are now issued and outstanding and owned as follows:

(a) Michel Sztanski	50 shares
(b) Margo V. Sztanski	50 shares; and

WHEREAS, the Board of Directors of each of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their shareholders that the Constituent Corporations merge into a single corporation to the end that Miami be merged into the Surviving Corporation on the terms and conditions hereinafter set forth in accordance with applicable provisions of the Florida Statutes, which permit such merger.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the applicable Florida Statutes that Miami shall be merged into the Surviving Corporation (hereinafter called the "Merger") and that the Merger shall be effective at the effective date (as hereinafter defined) and the said Surviving Corporation shall exist under the laws of the State of Florida, and by their respective Board of Directors, the parties have agreed and do hereby agree to the following terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. STOCKHOLDERS MEETING; FILINGS; EFFECTS OF MERGER.

(a) Each of the Constituent Corporations shall call a meeting of its stockholders at the earliest practical date, upon due notice to its stockholders , or waivers thereof, to consider and vote upon the adoption of this Plan of Merger.

(b) If this Plan is adopted by the stockholders of the Constituent Corporations in accordance with the laws of the State of Florida, then Articles of Merger shall thereafter be filed and recorded in accordance with the applicable Florida Statutes on or before March 31, 1998. The Merger shall become effective on the 1st day of April 1998, which date is herein referred to as the "Effective Date".

(c) On the Effective Date, the separate existence of Miami shall cease, and Miami shall be merged into the Surviving Corporation and the Surviving Corporation shall possess all of the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all of the restrictions, disabilities, and duties of Miami; and all and singular, the rights, privileges, powers, and franchises and all property, real, personal, and mixed and all debts due on whatever account, and all other chooses in action, and all and every other interest of, or belonging to, or due to Miami shall be taken and deemed to be vested in the Surviving Corporation without further act or deed and all debts, liabilities and duties of Miami shall thenceforth attach to the Surviving Corporation. At any time, or from time to time, after the Effective Date, the last acting officers of Miami may, in the name of Miami, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm, in the Surviving Corporation, title to and possession of all of the property, rights, privileges, powers, franchises, immunities, and interests of Miami, and otherwise carry out the purposes of this Agreement.

2. NAME OF SURVIVING CORPORATION; ARTICLES OF INCORPORATION; BY-LAWS.

(a) From and after the Effective Date, Miami shall merge into the Surviving Corporation and the name of the Surviving Corporation shall be Rainbow Tile, Inc.

(b) The Articles of Incorporation of the Surviving Corporation as in effect on the date hereof shall, from and after the Effective Date, be and continue to be the Articles of Incorporation of the Surviving Corporation, until changed or amended as provided by law, except that Article I of the Articles of Incorporation of the Surviving Corporation is hereby amended to change the corporate name of the Surviving Corporation to Rainbow Tile, Inc.

(c) The By-Laws of the Surviving Corporation, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the By-Laws of the Surviving Corporation, until amended as provided therein.

3. STATUS AND CANCELLATION OF SECURITIES.

(a) The 250 shares of common stock of Miami now owned by the stockholders of Miami, by virtue of the Merger and at the Effective Date, shall be cancelled and shall cease to exist and certificates representing such shares shall be cancelled.

(b) Following the Effective Date of the Merger, the issued and outstanding common stock of the Surviving Corporation shall continue to be owned by the existing stockholders of the Surviving Corporation, who are also the stockholders of Miami, in the same proportion as their stock ownership in Miami, as reflected above.

(c) The parties agree that there is no consideration for the Merger except as set forth herein.

4. MISCELLANEOUS.

(a) This Plan may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement by the shareholders of either of the Constituent Corporations, if the Board of Directors of any other of the Constituent Corporations duly adopts a resolution abandoning this Agreement.

(b) For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

(c) This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused this Plan of Merger to be executed by the President and attested by the Secretary of each party hereto, and the corporate seal affixed as of the 16th day of

March, 1998.

(CORPORATE SEAL)

RAINBOW TILE, INC.,
a Florida corporation

BY: ______________________
MICHEL SZTANSKI, President

ATTEST:

Margo Sztanski
____
MARGO SZTANSKI, Secretary

(CORPORATE SEAL)

RAINBOW TILE OF POMPANO, INC.,
a Florida corporation

BY: ______________________
MICHEL SZTANSKI, President

ATTEST:

____
MICHEL SZTANSKI, Secretary