

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W 96-1494

543

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<i>7/17</i>		
TIME	<i>9:30</i>		CK No. _____
BY	<i>71</i>		

WALK-IN
Will Pick Up _____

RE: *Great Southern Tel. Inc.* No 52813

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 17, 1996

CAP CONN

TALL, FL 32301

SUBJECT: GREAT SOUTHERN TILE, INC.
Ref. Number: W96000014914

FILED
96 JUL 17 PM 3:51
TALLAHASSEE, FLORIDA

We have received your document for GREAT SOUTHERN TILE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 896A00034601

96 JUL 17 PM 2:43
DIVISION OF CORPORATIONS
Completed

ARTICLES OF INCORPORATION

OF

GREAT SOUTHERN TILE INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for that purpose, hereby certify, declare and set forth as follows, to wit;

ARTICLE I

NAME

The name of the corporation shall be:

GREAT SOUTHERN TILE INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be Six Hundred Shares (600) at \$1.00 per share par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the stockholders of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be Six Hundred Dollars (\$600.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 603 WEST PROSPECT ROAD, FT. LAUDERDALE, FLORIDA 33309, with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's registered agent is Randolph H. Strauss, Esquire, 2625 NE 14th Avenue, Suite 100, Ft. Lauderdale, Florida, 33334.

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and addresses of the first directors and officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
RICHARD DINI JR.	603 WEST PROSPECT RD. FT. LAUDERDALE, Florida	President/Director
LAWRENCE J. FISHMAN	603 WEST PROSPECT RD. FT. LAUDERDALE, FLORIDA	Treasurer/Director
WILLIAM SCHWIMER	603 WEST PROSPECT RD. FT. LAUDERDALE, FLORIDA	Secretary/Director

This corporation shall have at least one, but not more than four directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE IX

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of stock each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
RICHARD DINI JR.	603 WEST PROSPECT RD. FT. LAUDERDALE, Florida	165
LAWRENCE J. FISHMAN	603 WEST PROSPECT RD. FT. LAUDERDALE, FLORIDA	165
GREAT SOUTHERN STONE, INC.	603 WEST PROSPECT RD. FT. LAUDERDALE, FLORIDA	270

ARTICLE X

Shares of stock held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and

this corporation.

ARTICLE XI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the By-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the fact herein stated are true, this 5 day of JUNE, 1996.

IN THE PRESENCE OF:

Eden Kelley
Witness

John A. Fishman
Witness

Eden Kelley
Witness

John A. Fishman
Witness

Eden Kelley
Witness

John A. Fishman
Witness

Richard Dini Jr.
RICHARD DINI JR.

Lawrence J. Fishman
LAWRENCE J. FISHMAN

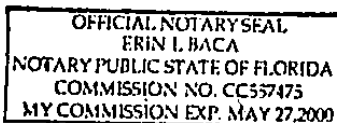
BY: William P. Schwimer
William Schwimer as President
of Great Southern Stone, Inc.

STATE OF FLORIDA)

COUNTY OF BROWARD)

I, the undersigned officer, duly authorized to take acknowledgements and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared WILLIAM SCHWIMER as President of Great Southern Stone, Inc., Richard Dini, Jr. and Lawrence J. Fishman, to me well know to be the individual(s) described herein and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of JUNE, 1996.



Erin L. Baca
Notary Public
State of Florida


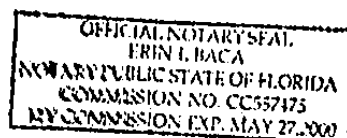
My commission expires: 5/27/00

IN WITNESS WHEREOF, the undersigned being the registered agent to the corporation mentioned above, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of Florida, hereby states that I am familiar with and accept the duties and responsibilities as registered agent for said corporation, SIGNED THIS 5 DAY OF JUNE, 1996.


RANDOLPH H. STRAUSS

I, the undersigned officer, duly authorized to take acknowledge and administer oaths in the state of Florida at Large, hereby certify that before me personally appeared RANDOLPH H. STRAUSS to me well known to be the individual described herein and who executed the foregoing ACCEPTANCE OF DUTIES OF REGISTERED AGENT for GREAT SOUTHERN TILE INC., and they acknowledge they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of JUNE, 1996.


NOTARY PUBLIC
STATE OF FLORIDA

FILED
96 JUL 17 PM 3:51
CLASHED FLORIDA