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June 3, 1998

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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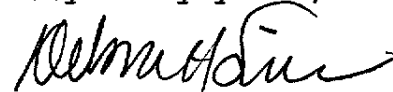
Re: Winburn Tile Manufacturing, Inc.

Dear Sir or Madam:

Enclosed for filing with your office is an original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida, along with a certificate of existence from the Secretary of State, State of Arkansas, and our check in the amount of \$70.00 to cover the cost of the filing fee.

Please file the original Application, date stamp the copy and return it to me in the enclosed stamped, self-addressed envelope.

Very truly yours,


Debra H. Sincere
Legal Assistant

Enclosures

cc: Van R. Izard, Vice President
Lawrence C. Schill, Attorney
Wright Moulton, Attorney

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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P#87228.1

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Winburn Tile Manufacturing, Inc.
(Name of corporation; the word "INCORPORATED," "COMPANY," OR "CORPORATION" or words or
abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural
person or partnership if not so contained in the name at present.)
2. Arkansas
(State or country under the law of which it is incorporated)
3. 09/03/47
(Date of Incorporation)
4. Perpetual
(Duration)
5. 71-0221054
(Federal Employer Identification number, if applicable)
6. APRIL 1, 1998
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155,
7. 10 Spruce Street, Pensacola, FL 32503
(Current Mailing Address)
8. Manufacture and sale of tile
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and Addresses of officers and/or directors:

A. Directors:

Director:	<u>Carl Rosenbaum</u>
Address:	<u>1505 Rebsamen Park Road</u> <u>Little Rock, AR 72202</u>
Director:	<u>Hardy Winburn, Winburn Tile Manufacturing Co.</u>
Address:	<u>1709 East 9th St.</u> <u>Little Rock, AR 72202</u>
Director:	<u>George Worthen, Bank of Little Rock</u>
Address:	<u>200 North State St.</u> <u>Little Rock, AR 72201</u>
Director:	<u>Dan Nabholz, Nabholz Construction</u>
Address:	<u>P.O. Box 2090</u> <u>Conway, AR 72033</u>
Director:	<u>Philip S. Anderson, 22nd Floor</u>
Address:	<u>111 Center St.</u>

Little Rock, AR 72201

B. Officers:

President: Hardy Winburn, Winburn Tile Manufacturing Co.

Address: 1709 East 9th St.

Little Rock, AR 72202

Vice President: Bryan Byrd

Address: 6025 Battle Trail

Little Rock, AR 72211

Vice President: Van Izard

Secretary/Treasurer #3 Melinda Dr.

Address: Little Rock, AR 72209

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: Barbara A. Burt

BARBARA A. BURT
SPECIAL ASSISTANT SECRETARY

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Van R. Izard

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

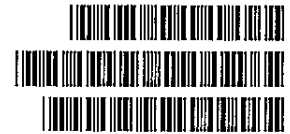
14. Van Izard, Vice President

(Name and capacity of person signing application)



Sharon Priest
SECRETARY OF STATE

State of Arkansas SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF A DOMESTIC CORPORATION

I, Sharon Priest, Secretary of State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show:

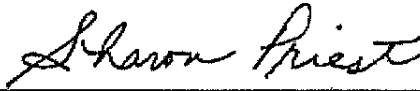
WINBURN TILE MANUFACTURING COMPANY

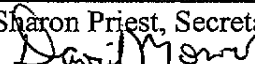
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

a corporation chartered under the laws of the State of Arkansas, filed Articles of Incorporation September 3, 1947.

I further certify that as far as the records show, this corporation is at this time chartered and in good standing, having met all the requirements governing a domestic corporation in this State.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal. Done at my office in the City of Little Rock, Arkansas this 15th day of May 1998.



Sharon Priest, Secretary of State
by: 

D E Morrow

C-2/Rev 10-1-83