

L02000009079

ALEX S. HORNIK
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Division of Corporations
Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314

April 23, 2002

800005371188--5
-04/29/02--01113--008
*****60.00 *****60.00

Att: Amendment Department

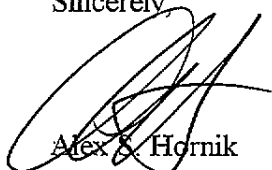
RE: Articles of Merger
Merging Entity: Tile by Universal, Inc. *pg 6-91372*
Surviving Entity: Tile by Universal, LLC (Document Number: L02000009079)

Dear Sir or Madam:

Please file the enclosed Articles of Merger and Plan of Merger for the above-referenced Florida entities and return the filed documents to this office. Enclosed is a check for the \$60.00 filing fee.

Thank you for your assistance in this matter.

Sincerely,



Alex S. Hornik

ASH/dd

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF MERGER
Merger Sheet

MERGING:

TILE BY UNIVERSAL, INC. a Florida entity P96000091372

INTO

TILE BY UNIVERSAL, LLC, a Florida entity, L02000009079

File date: April 29, 2002

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 6, 2002

ALEX S. HORNIK
ATTORNEY AT LAW
2555 COLLINS AVENUE, SUITE 1612
MIAMI BEACH, FL 33140

SUBJECT: TILE BY UNIVERSAL, LLC
Ref. Number: L02000009079

We have received your document for TILE BY UNIVERSAL, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

Although your letter and document refer to the plan of merger, no such plan was attached. Enclosed is our blank form for your reference and/or use.

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 (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 302A00028222

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ALEX S. HORNIK
Attorney at Law
2555 Collins Avenue
Suite 1612
Miami Beach, Florida 33140
Telephone (305) 672-9250

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

June 3, 2002

Att: Lee Rivers

RE: Articles of Merger
Merging Entity: Tile by Universal, Inc.
Surviving Entity: Tile by Universal, LLC (Document Number: L02000009079)
Letter Number 302A00028222


Dear Mr. Rivers:

The Plan of Merger referred to in your letter of May 6, 2002 (attached for reference) is enclosed herewith, along with the Articles of Merger, the former having been inadvertently omitted from my filing package dated April 23, 2002.

Please backdate the filing of the subject merger, as you indicated could be done when we spoke by telephone this morning, as to relate back to your original receipt of my filing fee and documents.

Thank you for your assistance in this matter.

Sincerely,



Alex S. Hornik

ASH/dd

Enclosures

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ARTICLES OF MERGER**(DOMESTIC PROFIT CORPORATION INTO DOMESTIC
LIMITED LIABILITY COMPANY)**

These Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act and Section 608.438 of the Limited Liability Act:

- L02 9079
1. The surviving entity shall be Tile by Universal, LLC, a Florida for-profit limited liability company.
 2. The merging entity is Tile by Universal, Inc., a Florida for-profit corporation. P96-91372
 3. The Plan of Merger is attached hereto.
 4. This merger shall become effective as of the filing of the Articles of Merger with the Florida Department of State, Division of Corporations.
 5. The Plan of Merger was adopted by the Members of Tile by Universal, LLC on April 18, 2002.
 6. The Plan of Merger was adopted by the Shareholders of Tile by Universal, Inc. on April 18, 2002.

TILE BY UNIVERSAL, INC.

By: Roxana Icaules
Title: President.
Dated: 4/19/02

TILE BY UNIVERSAL, LLC

By: [Signature]
Title: MEMBER/Manager
Dated: 4/19/02

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PLAN OF MERGER

(DOMESTIC PROFIT CORPORATION INTO DOMESTIC LIMITED LIABILITY COMPANY)

The following Plan of Merger is submitted in accordance with Section 607.1108 of the Florida Business Corporation Act and applicable sections of Chapter 608 of the Florida Statutes, known as the Florida Limited Liability Company Act:

1. The surviving entity shall be Tile by Universal, LLC, a Florida for-profit limited liability company.
2. The merging entity is Tile by Universal, Inc., a Florida for-profit corporation.
3. The terms and conditions of the merger are as follows:

Each share of capital stock of Tile by Universal, Inc. shall be converted into a share of capital stock of Tile by Universal, LLC. The proportionate interests of the shareholders of Tile by Universal, Inc. shall be maintained in Tile by Universal, LLC., since the Operating Agreement of Tile by Universal, LLC authorizes the issuance of an identical number of shares as currently issued by Tile by Universal, Inc.

4. Upon the filing of the Articles of Merger, each shareholder of Tile by Universal, Inc. shall surrender his or her shares to the corporation, which shall cancel the same of record and Tile by Universal, LLC shall issue an equivalent number of its shares to each such shareholder of Tile by Universal, Inc.
5. The shareholders of Tile by Universal, Inc. have no stock options, warrants, or other rights to acquire stock beyond that previously authorized and issued to them by Tile by Universal, Inc.
6. Upon the execution of this Plan of Merger, Tile by Universal, Inc. shall cease to exist.
7. Tile by Universal, LLC shall be managed by its members.

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