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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

the shop tile, llc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF
THE SHOP TILE, LLC
A FLORIDA LIMITED LIABILITY COMPANY

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The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be THE SHOP TILE, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 8892 SW 129 Terrace, Miami, Florida 33176.

SECOND: THE SHOP TILE, LLC, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, THE SHOP TILE, LLC, is formed are:

- (A) to engage in the export, import, commercialization, distribution, sale and installation of any and all kind of raw material or finished products used in the construction field, including but not limited to tiles, marbles, drywall, roofing, wallpapers and carpets.
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, THE TILE SHOP, LLC is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

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FIFTH: The limited liability company shall be member-managed and will have two (2) Members:

Name: R&G, LLC

Percentage of Ownership: 50%

Name: MAURICIO PORTILLO

Percentage of Ownership: 50%

SIXTH: The initial Board of Director of the Limited Liability Company will be:

Name: SAUL RABINOVICH (President)

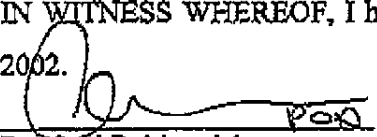
Address: 8892 SE 129 Terrace, Miami, Florida 33176

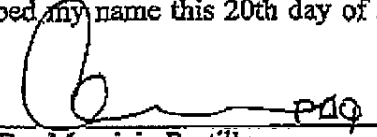
Name: MAURICIO PORTILLO (Vice-President/Secretary)

Address: 8892 SE 129 Terrace, Miami, Florida 33176

SEVENTH: Then name and mailing address of the company's registered agent is OSCAR GRISALES-RACINI, whose mailing address is 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20th day of June, 2002.


By: Saul Rabinovich
For R&G, LLC
Member


By: Mauricio Portillo
Member

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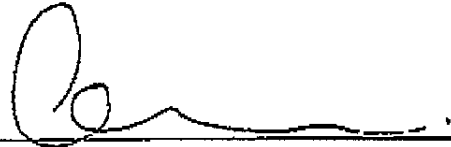
Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability Company is THE SHOP TILE, LLC
2. The name of the registered agent is OSCAR GRISALES-RACINI.
3. The address of the registered agent/registered office is 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.



By: OSCAR GRISALES-RACINI

Date: June 20, 2002

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