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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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02/02/04--01089--008 **155.00

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January 27, 2004

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TELEPHONE: 906-752-1896
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

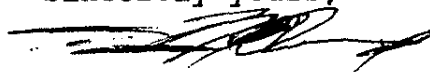
Florida Department of State
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

Re: George Upshaw Ceramic Tile, L.L.C.

Gentlemen:

I am enclosing an original and a copy of the Articles of Organization with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. My check in the amount of \$155.00 is enclosed in payment of the filing fee, resident agent fee and the certified copy.

Sincerely yours,



Terry McDavid

TM/db

Enclosures

ARTICLES OF ORGANIZATION FOR
GEORGE UPSHAW CERAMIC TILE, L.L.C. 04 FEB -2 AM 10:15

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ARTICLE I - Name:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the Limited Liability Company is: GEORGE UPSHAW
CERAMIC TILE, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office
of the Limited Liability Company is:

829 SW Summerbreeze Place
Lake City, FL 32025

ARTICLE III - Duration:

The company shall commence its existence on the date these
articles of organization are filed by the Florida Department of
State. The company's existence shall be perpetual, unless the
company is earlier dissolved as provided in these articles of
organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members
and the names and addresses of the managing members are:

George Upshaw
829 SW Summerbreeze Place
Lake City, FL 32025

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional
members and the terms and conditions of the admissions shall be:

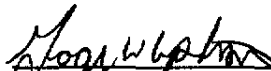
No additional members shall be admitted to the company except
with the unanimous written consent of all the members of the

company and on such terms and conditions as shall be determined by
all the members. A member may transfer his or her interest in the
company as set forth in the regulations of the company, but the
transferee shall have no right to participate in the management of
the business and affairs of the company or become a member unless
all the other members of the company other than the member
proposing to dispose of his or her interest approve of the proposed
transfer by unanimous written consent.

ARTICLE VI - Members Rights to Continue Business:

The right, if given of the remaining members of the Limited
Liability Company to continue the business on the death,
retirement, resignation, expulsion, bankruptcy, or dissolution of
a member or the occurrence of any other event which terminates the
continued membership of a member in the Limited Liability Company
shall be:

The company shall be dissolved on the death, bankruptcy, or
dissolution of a member or manager , or on the occurrence of any
other event that terminates the continued membership of a member in
the company, unless the business of the company is continued by the
consent of all the remaining members, provided there is at least
one remaining member.


George Upshaw

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF §608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A
REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

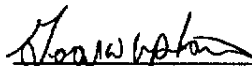
1. The name of the Limited Liability Company is:

GEORGE UPSHAW CERAMIC TILE, L.L.C.

2. The name and the Florida street address of the registered
agent are:

George Upshaw
829 SW Summerbreeze Place
Lake City, FL 32025

Having been named as registered agent and to accept service of
process for the above stated Limited Liability Company at the place
designated in this certificate, 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 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.


George Upshaw