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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 23 2005

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Tile Wholesalers of America, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARK Lawrence

(Name of Person)

(Firm/Company)

801 Brickell Ave., Suite 900

(Address)

MIAMI, FL 33131

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

MARK Lawrence

(Name of Person)

at (305) 333.8115 or 305.865.0135
(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
TILE WHOLESALERS OF AMERICA, LLC**

ARTICLE I

Name

The name of the limited liability company is Tile Wholesalers of America, LLC (hereinafter called the "Company").

ARTICLE II

Principal Office

The mailing address and the street address of the principal office of the Company is c/o Mark Lawrence, 801 Brickell Ave., Suite 900, Miami, FL 33131.

ARTICLE III

Initial Registered Office and Registered Agent

The street address of the Company's initial registered office in the State of Florida is 801 Brickell Ave., Suite 900, Miami, FL 33131, County of Miami-Dade, and the name of its initial registered agent at such office is Mark Lawrence.

ARTICLE IV

Name and Address of Manager

The street address of the Company's Manager is Mark Lawrence, 801 Brickell Ave., Suite 900, Miami, FL 33131, County of Miami-Dade.

ARTICLE V

**Restrictions on Membership and
Right to Continue After Withdrawal of a Member**

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning a majority of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

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ARTICLE VI
Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members and managers to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned being the Manager of the Company, hereby certifies that the foregoing constitutes the Certificate of Organization of Tile Wholesalers of America, LLC.

Executed by the undersigned at Miami, Florida, this 20 day of December, 2005.

Tile Wholesalers of America, LLC

By: Mark Lawrence
Mark Lawrence

ACCEPTANCE BY REGISTERED AGENT

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 accept 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 as provided for in Chapter 608, F.S.

Mark Lawrence

Mark Lawrence, Registered Agent

December 20, 2005

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