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H. DILLON GRAHAM, III

PROFESSIONAL ASSOCIATION
SUITE 210
2222 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

H. DILLON GRAHAM, III
FLORIDA BAR 1983
FEDERAL TRIAL BAR 1986
ADJUNCT PROFESSOR OF LAW
ST. THOMAS UNIVERSITY LAW SCHOOL

TELEPHONE (305) 445-9185
TELECOPIER (305) 444-8015

VIA CERTIFIED MAIL

Return Receipt No. Z 406 864 418

January 14, 2000

Florida Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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*****78.75 *****78.75

Re: All Florida Tile & Pool, Inc.

Dear Sirs:

Enclosed please find Articles of Incorporation for All Florida Tile & Pool, Inc. and a check in the amount of \$122.50 in payment of the following:

\$35.00 - Filing Fee
\$35.00 - Registered Agent Fee
\$52.50 - Certified Copy of the Articles of Incorporation
\$122.50

Your prompt return of the certified copy of the Articles of Incorporation to my attention at the above address will be appreciated.

Very truly yours,

H. Dillon Graham, III
For the Firm

FILED
00 JAN 24 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HDGIII/mos

Enclosure

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ARTICLES OF INCORPORATION OF
ALL FLORIDA TILE & POOL, INC.

I, the undersigned natural person, competent to contract, acting as incorporator of the corporation described herein (the "Corporation") under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for the Corporation.

ARTICLE I
NAME

The name of the Corporation is:

All Florida Tile & Pool, Inc.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is: To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The amount of authorized capital stock is One Thousand and 00/100 Dollars (\$1,000.00), consisting of one thousand (1,000) shares of common stock.

FILED
00 JAN 24 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of any kind, class or series, shall have the pre-emptive right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI
CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII
PRINCIPAL OFFICE

The street address of the principal office of the Corporation in the State of Florida is 4845 Belle Terre Parkway, Suite C-14, Palm Coast, Florida 32164.

ARTICLE VIII
NUMBER OF DIRECTORS

The number of directors of the Corporation shall be set from time to time by the By-laws, but shall be at least one (1).

ARTICLE IX
SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation are: H. Dillon Graham, III, 2222 Ponce de Leon Boulevard, Suite 210, Coral Gables, Florida 33134.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 2222 Ponce de Leon Boulevard, City of Coral Gables, County of Miami-Dade, State of Florida, and the name of the initial registered agent of the Corporation at that address is: H. Dillon Graham, III.

ARTICLE XI
INDEMNIFICATION

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

IN WITNESS WHEREOF, I do make and subscribe these Articles of

incorporation on this 14th day January 2000.

By: H. Dillon Graham, III

STATE OF FLORIDA)

SS.:

COUNTY OF DADE)

The forgoing instrument was acknowledged before me on this 14 day of January 2000 by H. Dillon Graham, III, who did take an oath to tell the truth, and who is:

☒ Personally Known to me; or who,

Produced Identification, Type of Identification Produced:



Robert Naranjo
Commission # GC 821565
Expires Mar. 28, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

By: Robert Naranjo

Notary Public State of Florida
at Large

My Commission Expires:

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the applicable provisions of all pertinent legislation.

By: [Signature]

Registered Agent

FILED
00 JAN 24 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA