

David D. Bone
Attorney at Law

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January 24, 2000

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

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

Re: Incorporation of ItalAmerica Flooring, Inc.

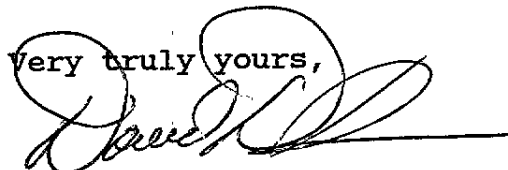
Gentlemen:

Enclosed herewith please find the following:

1. Original and copy of the Articles of Incorporation of the above captioned corporation.
2. Our firm check in the amount of \$78.75 which represents the filing fee.

We would appreciate your issuance of the corporate charter and the return of a certified copy to the above address at your earliest convenience. Thank you.

Very truly yours,



David D. Bone

DDB:pjh
Enclosures
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00 JAN 27 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 1 2000

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ItalAmerica Flooring, Inc.

The undersigned, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1.
Name

1.1) Name. The name of the corporation is ItalAmerica Flooring, Inc.

ARTICLE 2.
Nature of Business

2.1) Nature of Business. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 3.
Capital Stock

3.1) Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, having a par value of \$1.00 per share.

3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the

Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

ARTICLE 4.
Period of Duration

4.1) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5.
Registered Agent and Address

5.1) Address. The initial business address of the Corporation in the State of Florida is 951 Rhodes Ave, Sarasota, Florida 34237. The Board of Directors may, from time to time, move the principal office to any other address in Florida, upon giving notice, if required, to the Florida Secretary of State.

5.2) Registered Agent. The Registered Agent of the Corporation shall be David D. Bone, Attorney whose business office is at 1952 Field Rd., Sarasota, Fl. 34231.

ARTICLE 6.
Data Respecting Directors

6.1) Initial Board of Directors. The initial Board of Directors shall consist of one (1) member. The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The name and address of the member of the initial Board of Directors, who shall serve until the first annual meeting of stockholders or until his successors shall have been elected and qualified is: Enrica Bywaters, 951 Rhodes Ave, Sarasota, Florida 34237.

6.3) Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time, by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Directors. The number of

Directors shall never be less than one (1).

ARTICLE 7.
Incorporator

7.1) Incorporator. The name and address of the incorporator signing these Articles of Incorporation is: Enrica Bywaters, 951 Rhodes Ave, Sarasota, Fl. 34237.

ARTICLE 8.
Provisions for Regulation of the Internal
Affairs of the Corporation

8.1) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.

ARTICLE 9.
Amendments

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any other amendment hereto, subject to this reservation.

ARTICLE 10.
Beginning of Corporate Existence

10.1) Beginning of Corporate Existence. Corporate existence shall begin on the same date these Articles are received by the Secretary of state.

Enrica Bywaters

Enrica Bywaters

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Enrica Bywaters, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

WITNESS my hand and official seal in the county and state last aforesaid this 26th day of January, 2000.

NOTARY PUBLIC

David D. Bone

My Commission Expires:



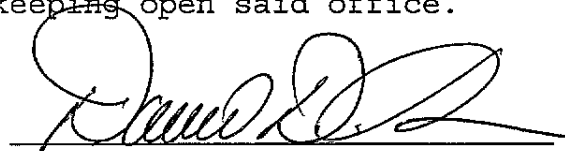
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ItalAmerica Flooring, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Sarasota, State of Florida, has named David D. Bone, located at 1952 Field Rd., County of Sarasota, State of Florida, its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



David D. Bone

FILED
00 JAN 27 PM 2:47
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA