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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-05/09/00--01022--007
*****78.75 *****78.75

May 4, 2000

Secretary of State
Division of Corporations
State of Florida
PO Box 6327
Tallahassee, FL 32314

Re: **GZ TILE CORP.**
Articles of Incorporation

Gentlemen/Ladies:

Enclosed please find the original and two copies of the Articles of Incorporation on **GZ TILE CORP.** to be filed with the Secretary of State for the state of Florida. Also enclosed is my check in the sum of \$78.75 representing the filing fee and one certified copy along with a postage paid envelope for your convenience in returning the certified copy to me.

Thank you for your cooperation and assistance.

Sincerely,

Gerardo Zepeda

/gdl
Enclosures

89,2557,611,2551,2550
21/00-12209

D BROWN JUN - 8 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 2000


GERARDO ZEPEDA
4918 S.W. 131ST AVENUE
MIAMI, FL 33175

SUBJECT: GZ TILE CORP.
Ref. Number: W00000012209

We have received your document for GZ TILE CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

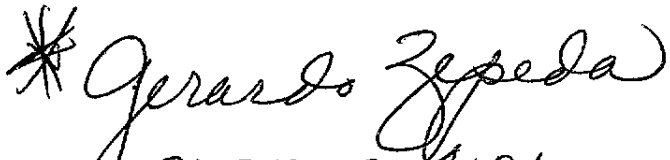
We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours. 

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 500A00026105


305 227-4121
4918 SW 131 Avenue
Miami, FL 33175

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GZ TILE CORP.**

ARTICLE I - NAME

The name of this Corporation is GZ TILE CORP. and its address is 4918
SW 131 Avenue, Miami, FL 33175.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under
the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) dollar
par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Gerardo Zepeda, 4918 S.W. 131 Avenue, Miami, FL 33175.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gerardo Zepeda	4918 S.W. 131 Avenue Miami, FL 33175
Concepcion Garcia	4918 S.W. 131 Avenue Miami, FL 33175

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

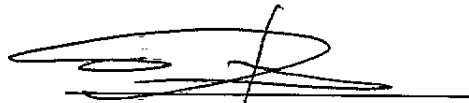
ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Gerardo Zepeda, 4918 S.W. 131 Avenue, Miami, FL 33175.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4 day of May, 2000.


Gerardo Zepeda,

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, 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 Corporation is:

G.Z. file corp.

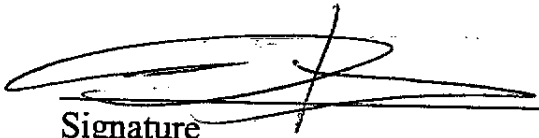
2. The name and address of the registered agent and office is:

GERARDO LEPEDA (4918 SW 131 AVE)
(Name)

(P.O. Box NOT acceptable)

Miami F.L. 33175
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation 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.


Signature

6/5/00
Date