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ARTICLES OF INCORPORATION OF

BEAU'S TILE OUTLET INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a Corporation for profit under the Laws of the State of Florida; and further do agree to the following condition of said Corporation:

ARTICLE I: NAME

The name of this Corporation shall be:

BEAU'S TILE OUTLET INC

and its business shall be carried in Orange County, Florida, and also within and without the State of Florida, and in the United States of America, and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II: NATURE OF BUSINESS

The general nature of business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1. The nature of business and the objects and purposes to be transacted, promoted or carried on by this Corporation, are to engage in any lawful act or activity for which Corporations may be organized, under the Corporation Act of the State of Florida.
2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.
3. To buy, sell, alter and change, let or hire, export or deal in all kinds of articles and things which may be required for the purposes of any said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business. Specifically, the main activity will be: automobile and parts retail, wholesales, and rental.
4. To engage in any lawful activity or business permitted under the laws of the United States and the State of Florida or any other estate, country, territory, nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 500 shares no per value common stock.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the Incorporator or by the Directors at a meeting called for such purpose or at the organization meeting.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is:

500 shares for \$ 10.00 each, for a total of: Ten thousand dollars (\$ 5,000.00)
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ARTICLE V: TERMS OF EXISTENCE

This Corporation shall be in perpetual existence unless dissolved by action of law, or by vote of the stockholders.

ARTICLE VI: ADDRESS

This initial post office address of this Corporation in the State of Florida is:

1021 A WEST OAK ST KISSIMMEE FL 334741
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ARTICLE VII: DIRECTORS

This Corporation shall have no less than one Director, who needs not be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the by-law here of, but at no time shall there be a number less than one.

ARTICLE VIII: ADDRESS

The names and post office addresses of the First Board of Directors and Officers of this Corporation, are as follows:

President: Elsa A. Sperduti 1021 A West Oak St Kissimmee Fl 34741

Vice-President: Elsa A. Sperduti 1021 A West Oak St Kissimmee Fl 34741

ARTICLE IX: SUBSCRIBERS

The name and post office address of each subscriber to these Article of

Incorporation, the number of shares of stock each agree to take, and the Value of the consideration paid thereof are as follows:

Name	Address	No. of shares
Elsa A . Sperduti		500

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the voting shares.

ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS

In furtherance and not limitation of the power conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the by-laws of the Corporation.
2. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchise of this Corporation.
3. If the by-laws so provide, to designate by resolution one or more of their number to constitute an executive Committee, to the extent provided in the resolution or in the by-law of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the Business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE XII: RESTRICTIONS ON STOCK TRANSFERS

The restrictions upon the transfer of shares of stock of any class are as follows:

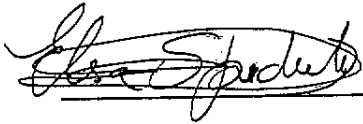
Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it at the corporation through the Board of Directors in the following manner: He shall notify the Directors of his desire to sell or transfer by notice in writing in which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Director shall within thirty days thereafter either accept the offer or by notice to him in writing, name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the Corporation shall not have exercised the right to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit. No shares of stock shall be sold or transferred in the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

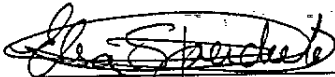
ARTICLE XIII: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Registered agent of the Corporation is:

Elsa A. Sperduti
1021 A West Oak St Kissimmee Fl 34741



IN WITNESS WHEREOF, we hereunto set our hand(s) and seal this 28. day of June 2000.


Elsa Sperduti

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT: Elsa Sperduti, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the City of Orlando, Florida, Orange County, has named:

Elsa Sperduti, Address: 1021 A West Oak ST Kissimmee, as its agent to accept service of process within Florida. I, Elsa Sperduti, 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 I further agree to comply with the provisions of

all Statutes relative to the proper and complete performance of my duties.

Lea Spence

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA