

P00000076040

August 3, 2000

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

Re: McCleary Tile, Inc..

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced corporation, along with my check in the amount of \$78.75.

Please return a certified copy of articles to me.

Sincerely,

*Eric McCleary*  
Eric L. McCleary  
15453 SE Hwy 42  
Wiersdale, FL 32195

Encls. 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**of**  
**McCleary Tile, Inc.**

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopts the following Articles of Incorporation:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is **McCleary Tile, Inc.**

**ARTICLE II**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Eric L. McCleary  
15453 SE Hwy 42  
Marion County  
Weirsdale, FL 32195

Mailing address:  
P.O.Box 715  
Weirsdale, FL 32195

**ARTICLE IV**  
**PURPOSE**

The general purpose of the corporation is to provide sales, installation and maintenance of floors and flooring products of any nature. To engage in any lawful activity permitted by the laws of the state of Florida. To grow and expand and participate in activities to enhance the growth of this corporation.

## **ARTICLE V DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Eric L. McCleary  
15453 SE Hwy 42  
Weirsdale, FL 32195

Michellel Dlugoborski  
15453 SE Hwy 42  
Weirsdale, FL 32195

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be one class, the number of directors to be allocated to be as nearly equal as possible and with the term of office expiring each year after the initial annual meeting of shareholders.

## **ARTICLE VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

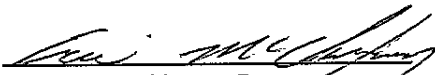
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

## ARTICLE VIII S CORPORATION

This corporation reserves the right to become an S Corporation based on the Internal Revenue laws.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
Eric L. McCleary, Incorporator

  
Michele Dlugoborski, Incorporator

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Florida

County of Marion, ss:

Subscribed and affirmed before me this 2<sup>nd</sup> day of August, 2000




Gloria L. Holloway  
Commission # 00860252  
Expires Sep. 22, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public State of Florida

### Acceptance as Registered Agent:

I hereby accept the title of Resident Agent for the above corporation.

  
Eric L. McCleary  
15453 SE Hwy 42  
Weirsdale, FL 32195

State of Florida

County of Marion, ss:

Subscribed and affirmed before me this 2<sup>nd</sup> day of August, 2000



Gloria L. Holloway  
Commission # 00860252  
Expires Sep. 22, 2003  
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Atlantic Bonding Co., Inc.

  
Notary Public State of Florida