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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SUN RAYS TILE & TOOLS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, as proper persons, do hereby act as Incorporators in adopting the following Articles of Incorporation for the purpose of organizing a stock corporation pursuant to the provisions of the Florida Stock Corporation Act.

ARTICLE I

The name of the corporation shall be:

SUN RAYS TILE & TOOLS, INC.

ARTICLE II

The duration of the corporation shall be:

Perpetual

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

1014-B U.S. 119
Holiday FL 34691

ARTICLE IV

The nature of the business and objects and purposes to be transacted, promoted and carried on, are to do any and all things herein mentioned, as fully and to the extend as a natural person might or could do, and in any part of the world.

The purpose for which the corporation is organized shall be to manage and administrate Tile & tools Stores in the United States, as well as to conduct transactions of any or all lawful business for which said corporation may be incorporated under the provision of Florida Stock Corporation Act.

ARTICLE V

The number of shares that this corporation is authorized to have outstanding at any time is:

The corporation shall have the authority to issue 1,000 shares of common stocks. The shares may be issue for the consideration expressed in dollars as may be fixed from time to time by the board of directors. This shares shall have no par value.

ARTICLE VI

The corporation shall have to authority to issue two classes of stocks. The classification and par value of each stocks shall be as follows:

5,000 shares of common stocks with no par value, until they are issue, and shall be designated as Class B Common Stocks; and 5,000 shares of preferred stocks with a par value of \$20.00 each share which shall be deem "Participating" and "Cumulative" and shall be designated Class A Stocks.

ARTICLE VII

The name and address of the initial register agent is:

Lizbeth Wabe
3208 Alamar St.
Lutz Fl 335649


ARTICLE VII

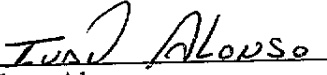
The names and addresses of the incorporators to these Articles of Incorporation are:

Lizbeth Wabe	3208 Alamar St.
President	Lutz Fl 33549

Ivan Alonso	3208 Alamar St..
Secretary/Treasurer	Lutz Fl 33549

The undersigned incorporators have executed these Articles Of Incorporation this 28th Day of July 2000.


Lizbeth Wabe


Ivan Alonso

**STATE OF FLORIDA:
COUNTY OF HILLSBOROUGH:**

BEFORE ME. A Notary Public duly authorized in the State of Florida County of Hillsborough, to take acknowledgements, personally appeared Lizbeth Wabe and Ivan Alonso, to me known to be the persons who executed the foregoing Articles Of Incorporation and they acknowledged before me that they executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3rd day of July 2000.

Teresita Ruiz
Notary Public



Teresita Ruiz
My Commission CC620036
Expires February 9, 2001

Seal

Type of ID produced: KNOWN

CERTIFICATE OF DESIGNATION OF REGISTER AGENT/ REGISTER 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, submit the following statement in designating the Register Agent/Register Office, in the State of Florida.

1. The name of the corporation is:

Sun Rays Tile & Tools, Inc.

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

Lizbeth Wabe
3208 Alamar St.
Lutz Fl 33549

Having been named as register agent and to accept of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as register 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, that I am familiar with and accept the obligations of my position as registered agent.

Lizbeth Wabe
Lizbeth Wabe

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA