

PO00000107742

B & B CUSTOM TILE WORKS, INC.
417 Juniper Drive
Crestview, FL 32536

November 10, 2000

Corporate Records Bureau
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
11/15/00

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-11/16/00--01069--002
*****70.00 *****70.00

To Whom It May Concern:

Please find enclosed the duplicate original Articles of Incorporation for B & B Custom Tile Works, Inc., a Florida Corporation. A check for \$70.00 is enclosed with the first articles for the State processing charges.

The effective date for this corporation shall be November 15, 2000.

Please return duplicate copy with Certificate of Incorporation to:

B & B Custom Tile Works, Inc.
C/O Donna L. Carite
4631 Scarlet Drive East
Crestview, FL 32539-5716

For any further information needed please contact:
Donna L. Carite
(850) 683-1085

Thank you for your assistance in forming this corporation

Sincerely,

FILED
00 NOV 16 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
11/17

EFFECTIVE DATE
11/15/00

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

B & B CUSTOM TILE WORKS, INC.

(A Florida Corporation for Profit)

We, the undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be:

B & B CUSTOM TILE WORKS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in, but not limited to, every aspect and phase of ceramic tile installation in commercial and residential buildings or any lawful business.

- a.) To conduct business in, have one or more offices or outlets in, and to buy, hold, mortgage, sell, convey, lease, rent or otherwise dispose of or acquire real and /or personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other States and Countries.
- b.) To purchase the Corporate assets of any other Corporation and engage in the same or other character of business.
- c.) To contract debts and borrow money, issue and sell or pledge bonds, debenture notes and other evidences of indebtedness, and to execute mortgages, transfers of Corporate indebtedness as required.
- d.) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or bonds, securities or other evidences of indebtedness created by any other Corporation of the State of Florida, or any other State of Government, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.
- e.) To do all other acts necessary to carry out the purposes of the Corporation not enumerated above which are not violations of the laws of the State of Florida or any other State or Country in which the Corporation may operate.
- f.) To own and operate and maintain any and all other businesses which may grow out of or be germane with the business of this Corporation.
- g.) With the exception that the Corporation is not to conduct a Banking, Safe Deposit, Trust, Insurance, Surety, Express Railroad, Canal, Telephone, Telegraph or Cemetery Company, a Building and Loan Association, Fraternal Benefit Society, State Fair or Exposition.

ARTICLE III - CAPITAL STOCK

The maximum number of Shares of Stock that this Corporation is authorized to issue and to have outstanding at one time is:

ONE THOUSAND (1,000) SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE AND NO/100 (\$1.00) DOLLAR PER SHARE

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin or commence business shall be ONE HUNDRED AND NO/100 (\$100.00)

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VI - NAME AND ADDRESS OF REGISTERED RESIDENT AGENT

The name and address of the Registered Resident Agent and Agent for Service of Process of this Corporation shall be:

MARSHALL B. POLK
417 JUNIPER DRIVE
CRESTVIEW, FL 32536

ARTICLE VII - INITIAL ADDRESS OF CORPORATION

The initial address of this Corporation shall be:

417 JUNIPER DRIVE, CRESTVIEW, FL 32536

ARTICLE VIII - OFFICERS AND DIRECTORS

The initial Officers, Directors to this Corporation and the number of shares of the Capital Stock subscribed by each follow:

MARSHALL B. POLK
417 JUNIPER DRIVE
CRESTVIEW, FL 32536

P/D

BRIDGET L. BACK-KREBS
417 JUNIPER DRIVE
CRESTVIEW, FL 32536

VP/D

The above named first Officers and Directors of this Corporation shall hold office until the first Annual Meeting of this Corporation, or until their successors shall have taken office and been qualified. The Annual Meeting of this Corporation shall be held on November the 15th, of each and every year commencing November 15, 2001 and November 15th, of each and every year thereafter unless said date shall fall on a Sunday in which case the Annual Meeting shall be held on November 16th of such year. The Annual Meeting shall be held at the Corporate Domicile unless otherwise directed by the Directors of this Corporation, in writing to each Stockholder no less than on or before August 15th of each year.

The Corporate Powers of this Corporation shall be vested in and exercised by a Board of Directors, composed of a minimum of ONE (1) person and a maximum of FIVE (5) persons, not necessarily Stockholders of this Corporation, who shall constitute a Quorum, for the purposes of transacting business of the Corporation, The Directors of this Corporation may vote in person or by written proxy at any of the meetings of the Board of Directors. Each Stockholder shall be entitled in person or by written proxy, to one vote for each share of stock owned by him/her for which he/she holds proxy, at any Special, General or Annual Meeting of this Corporation. Elections of Directors shall be held under such rules and regulations as may from time to time be prescribed by the Board of Directors.

The Directors, when elected, shall hold office for one year, or until their successors shall have been elected and qualified, but failure to hold the Annual Meeting of the Stockholders, or to elect the Directors annually shall not operate the forfeiture of this Charter and any of the rights hereunder. Any vacancy occurring in the Board of Directors may be filled by majority vote of the remaining Directors for the period remaining in the unexpired vacated term. Immediately after their election each year, the Director(s) shall meet and elect a President, Secretary and such other Officers as may be deemed necessary by the Board of Directors for the proper functioning of the Corporation from time to time. Said officers do not have to be Stockholders or Directors of the Corporation.

The Board of Directors shall have full power and authority to fix the value and appraise the property transferred to, or labor and work done for, this Corporation in consideration for issuance by the Corporation or an equivalent amount of its Capital Stock therefore. Such appraisal and fixation for value by the Board of Directors shall be final and conclusive, and all Stock of this Corporation issued in consideration for the transfer of said property to, or work done for, the Corporation, at the value fixed therefore by the Board of Directors, shall be fully paid and non-assessable.

Except, as herein otherwise provided, this Charter or Act of Incorporation may be changed, modified, altered or amended, by and with the consent of two-thirds (2/3) of all Outstanding Stock, at any meeting, general or special, called for that purpose subject only to the limitation as may be provided herein. This Corporation shall have the right to increase or decrease its Capital Stock in accordance with law.

The Board of Directors of this Corporation shall have the authority to make and alter by-laws, including the right to make and alter by-laws fixing the qualifications of the members of the Board of Directors, their classifications and number, and fixing or increasing or decreasing their compensation, subject to the power of the Stockholders to change or repeal the by-laws so made.

The Director(s) of the Corporation shall have the power to make and use a Corporate Seal, and to alter and/or break same at pleasure.

The Directors of this Corporation shall further have the full power and authority to hire and fire and set the compensation of all employees of the Corporation, including their own.

The Directors of this Corporation shall have the full power and authority to manage and run affairs of the Corporation, be they one or several, or at their discretion, to appoint a General Manager to manage and run the affairs of the Corporation, and the further power and authority to set his salary and income from the Corporation.

ARTICLE IX - TRANSFERRING OF STOCK AND LIABILITY

The Corporate Stock of this Corporation shall be fully paid, nonassessable and fully negotiable and shall be on such form or certificate as may be approved by the Board of Directors from time to time.

The Corporation shall not be responsible for the transfer of any shares of stock or stock certificates representing stock in this Corporation unless same have been transferred and the transfer recorded on the books of the Corporation. Dividends shall be paid to the owner of record of shares on the books of the Corporation on the date the dividend is declared and any dividends so paid shall release the Corporation of any future liability for the payment of said dividend. It shall be the responsibility of the holders of the Stock in this Corporation to see that any transfers, selling or acquiring, of stock in the Corporation are properly recorded on the books of the Corporation.

No Stockholder of this Corporation shall be liable or responsible for any acts, liabilities, contracts, debts or faults of this Corporation or any of its Stockholders, nor shall mere informality in its organization have the effect of rendering any Stockholder liable as a partner. Further, this Corporation shall indemnify and hold harmless any Officer, Director and/or General Manager, in the defense of any legal action, criminal or civil, or any judgment resulting therefrom, as a result of activities on behalf of this Corporation.

ARTICLE X - EFFECTIVE DATE

The effective date for this corporation shall be November 15, 2000.

ARTICLE XI - INCORPORATOR(S)

The names and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Marshall B. Polk
417 Juniper Drive
Crestview, Fl 32536

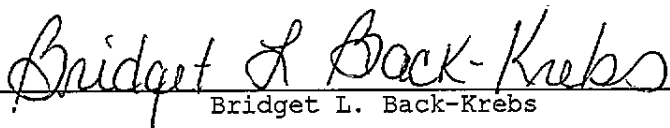
Bridget L. Back-Krebs
417 Juniper Drive
Crestview, Fl 32536

The undersigned incorporator(s) has(have) executed these Articles of Incorporation

This 10th day of November, 2000



Marshall B. Polk



Bridget L. Back-Krebs

SECRETARY OF STATE

State of Florida

The Capitol

Tallahassee, Florida 32304

CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED OFFICE FOR SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA STATUTES, THE UNDERSIGNED
CORPORATION, ORGANIZED UNDER THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

First - That B & B CUSTOM TILE WORKS, INC.

With its Principal Place of Business at:
417 JUNIPER DRIVE, CRESTVIEW, Florida 32536

Second - has named Marshall B. Polk (Registered Agent)

Located at: 417 Juniper Drive
Crestview, Fl 32536

FILED
00 NOV 16 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the
above corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and to agree to act in the 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.

Marshall B. Polk
Registered Agent

11-10-2000
Date