

P02000057418

USA BUSINESS SERVICES, Ltd.

Etta R. Kohl

3910 Country Club Boulevard
Cape Coral, FL 33904

Phone 941- 549-4322
e-mail ettakohl@swfla.rr.com

Fax 941- 549-8984
Cell 941-826-7855

May 10, 2002

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

800005599538--7
-05/23/02--01005--019
*****96.25 *****87.50

Dear Sir or Madam:

Enclosed please find an application for a ^{Corporation} ~~Limited Partnership~~ for
Suncoast Decorative Surfaces, Inc. I have included a copy for your
stamp and return to me.

I have also included a check in the amount of \$96.25 for the filing fee
of \$52.50, \$35.00 for the designation of the registered agent and a fee
for \$8.75 for a certificate. CCS

You may contact me, Etta Kohl at 941-549-4322 or Fax 941-549-8984
or at the above address. The acknowledgement should be addressed to
the above address.

Thank You.

Sincerely,

USA Business Services, Ltd.


Etta Kohl

FILED
02 MAY 23 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation not LP
per Etta

8/23/02

ARTICLES OF INCORPORATION
OF
SUNCOAST DECORATIVE SURFACES, INC.

FILED
02 MAY 23 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME

The name of this corporation shall be:

SUNCOAST DECORATIVE SURFACES, INC.

ARTICLE 11. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE 111. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of Common Stock, with a par value of \$1.00 per share of common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this Corporation's Initial Board Of Directors shall be Four (4). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors is:

Evelyn A. Schad
Thomas Saxon
Sheryl Saxon
Joseph Schad

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE &
INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be **1313 SE 19TH TERRACE, CAPE CORAL, FLORIDA 33990**

The name of the individual who shall serve as this corporation's initial registered agent at that address is: **JOSEPH SCHAD**

ARTICLE X. INCORPORATOR

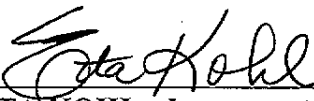
The name and address of the individual who will serve as this corporation's incorporator is: **Etta Kohl, USA Business Services, Ltd., 3910 Country Club Blvd., Cape Coral, FL 33904.**

ARTICLE VII AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE VIII CORPORATE SEAL

There shall be no corporate seal.



**ETTA KOHL - Incorporator
USA Business Services, Ltd.
3910 Country Club Blvd.
Cape Coral, FL 33904**

FILED

02 MAY 23 PM 12: 17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607-0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is:

SUNCOAST DECORATIVE SURFACES, INC.

The name and address of the registered agent and office of the corporation is:

JOSEPH SCHAD, 1313 SE 19TH TERRACE, CAPE CORAL, FLORIDA 33990

Dated this 10th day of May, 2002.

SUNCOAST DECORATIVE SURFACES, INC.

By: _____

Joseph Schad, Treasurer

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.

Dated this 10th day of May, 2002

_____, Registered Agent