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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARCHIE J. RYAN III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN*
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*Board Certified City,
County and Local
Government Lawyer

September 3, 2002

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: TILE CLOSEOUT CENTER, INC.
Our File Number : 18242-C

Gentlemen:

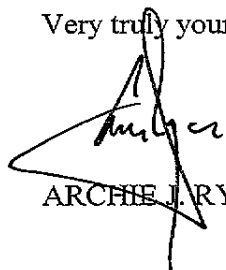
Enclosed please find the original Articles of Incorporation and Certificate Designating Registered Agent for the above-named corporation which we request you file in your official file, along with a copy of the Articles of Incorporation and Certificate Designating Registered Agent which we request you certify and return to our office.

Also enclosed please find our Trust Account Check Number 16617, payable to the Florida Department of State in the sum of \$78.75, to cover the following items:

Filing Fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total:	<u>\$ 78.75</u>

Thank you for your assistance in this matter.

Very truly yours,


ARCHIE J. RYAN III

AJR-III:lr
Encls.

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ARTICLES OF INCORPORATION
OF
TILE CLOSEOUT CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: **TILE CLOSEOUT CENTER, INC.**

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE IV
CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be ONE THOUSAND SHARES (1,000) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be at 1190 Stirling Road, Dania Beach, Florida, 33004, with the privilege of having branch offices at other places within or outside the State of Florida, and within or outside the United States of America, and the name of its registered agent and initial registered office are MARC GALLET, 1190 Stirling Road, Dania Beach, Florida, 33004.

ARTICLE VI
AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation shall be one (1) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

MARC GALLET
1190 Stirling Road
Dania Beach, Florida 33004

ARTICLE IX

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

MARC GALLET
1190 Stirling Road
Dania Beach, Florida 33004

ARTICLE X

SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be Stockholders.

ARTICLE XI

SUBCHAPTER "S" DESIGNATION

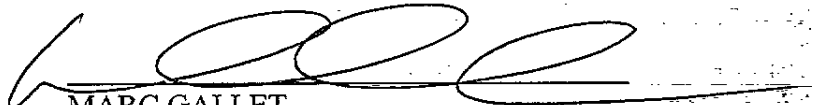
This corporation shall be designated as a Subchapter "S" corporation as such term is defined in the Internal Revenue Code.

ARTICLE XII

DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be on the date these Articles of Incorporation are filed with the Florida Department of State.

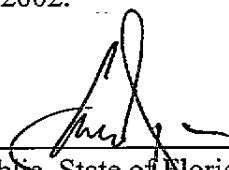
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 3RD day of September, 2002.


MARC GALLET

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

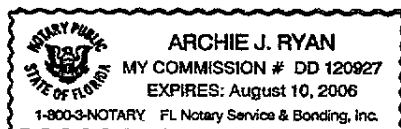
PERSONALLY APPEARED before me, the undersigned authority, MARC GALLET, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania Beach, Broward County, Florida, this 3RD day of September, 2002.



Notary Public, State of Florida
Printed Name: ARCHIE J. RYAN III

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

TILE CLOSEOUT CENTER, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 1190 Stirling Road, in the City of Dania Beach, County of Broward, State of Florida, has named MARC GALLET, located at 1190 Stirling Road, in the City of Dania Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
MARC GALLET	President Secretary/Treasurer	1190 Stirling Road Dania Beach, FL 33004

BOARD OF DIRECTORS:


MARC GALLET	1190 Stirling Road Dania Beach, FL 33004
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Dated this 3rd day of September, 2002.


MARC GALLET, President

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


MARC GALLET, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA