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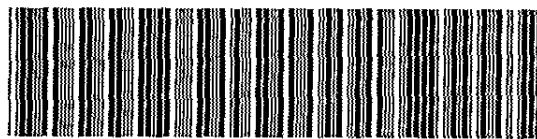
(Business Entity Name)

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03/25/04--01043--015 **78.75

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04 MAR 25 PM 5:21
HILL COUNTY CLERK
HILL COUNTY TEXAS

**Law Offices of
DAVID F. HANNAN
A Professional Association**

David F. Hannan, Esquire

7301 Northwest 4th Street
Suite 102
Plantation, FL 33317
Telephone: 954-581-9388
Telecopier: 954-581-9347

March 23, 2004

Department of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

Re: Italian Tile & Marble Distributors, Inc.

Gentlemen:

I enclose an original and copy of the Articles of Incorporation, as above for filing. I enclose a check for \$78.75 for the following:

- | | | |
|----|---|---------|
| 1. | Filing Fee. | \$35.00 |
| 2. | Designation of Registered Agent & Office. | \$35.00 |
| 3. | Certified Copy of the Articles. | \$ 8.75 |

Please return a certified copy of the Articles to this office.

Very truly yours,

A handwritten signature in black ink, appearing to be 'DFH', is enclosed within a large, loopy oval. A long, thin horizontal line extends from the right side of the oval.

David F. Hannan
DFH/lis

Enclosures

ARTICLES OF INCORPORATION
OF
ITALIAN TILE & MARBLE DISTRIBUTORS, INC.

FILED
MAR 25 PM 5:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **DAVID F. HANNAN**, being of legal age, do hereby sign these presents for the purpose of forming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be: **ITALIAN TILE & MARBLE DISTRIBUTORS, INC.**

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. The acquisition of business interests either in whole or in part, of any nature whatsoever both within and without the state of Florida and within and without the United States of America.

B. To build, construct and alter houses, buildings and structures of whatsoever nature and kind; to develop real property generally; to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description;

C. To conduct all types of business and operations; to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States.

D. To engage in, render or carry on, any service or other business as principal or agent, without power to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this corporation.

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or

personal property; to grant, sell and otherwise deal in franchises and licenses.

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgage, trust deed, pledges or other securities for the payment of same.

G. To act as agent, broker, or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the company or otherwise.

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder.

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to

such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

N. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise.

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares of common stock at \$1.00 per share par value.

ARTICLE IV

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

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of said corporation shall be: **5450 W. Hillsboro Boulevard, Suite 1, Coconut Creek, Florida 33071** with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VII

The number of Directors of this corporation shall be not less than one (1) nor more than three (3) and the initial Board of Directors of this corporation shall be comprised of one (1) member.

ARTICLE VIII

The name and street address of the person who is appointed to act as Director until the first annual meeting of the stockholders or until their successors are elected and shall qualify is:

NAME

DAVID F. HANNAN

ADDRESS

7301 NW 4th Street, Suite 102
Plantation, FL 33317

ARTICLE IX.

The name and address of the person signing these Articles of Incorporation as a Subscriber and the number of shares he has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
DAVID F. HANNAN	7301 NW 4 th Street, Suite 1 Plantation, FL 33317	

ARTICLE X.

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors of the corporation are pecuniary or otherwise interested in, or are Directors of or officers of such other corporation; any director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniary or otherwise interested in, any contract or transaction of the corporation that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested; and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

ARTICLE XI.

1. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

2. The corporation shall indemnify any and all of its Directors or officers or former Directors or officers or any person who may have served at its request as a Director or officer of

another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually or necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been Directors or officers, or a Director or officer of a corporation, or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

3. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such Director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

4. In case any such action, suit or proceeding shall result in a settlement, and if the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for or indemnify him against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

5. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any by-laws, agreements, vote of stockholders, or otherwise.

ARTICLE XII.

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.


ARTICLE XIII.

The corporation has designated as its Registered Office: **7301 N.W. 4th Street, Suite 102, Plantation, FL 33317.**

ARTICLE XIV.


The corporation has designated as its Registered Agent, **DAVID F. HANNAN** who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal this 22 day of MARCH 2004 at Plantation, Broward County, Florida.

 (SEAL)
DAVID F. HANNAN, REGISTERED AGENT

ACKNOWLEDGMENT

Having been named as the Registered Agent for the above stated corporation at the place designated in said Articles, I hereby accept to act in this capacity and agree to comply with the provisions of all applicable statutes relative to keeping open said office.

 DAVID F. HANNAN, REGISTERED AGENT

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04 MAR 25 PM 5:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA