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TALLAHASSEE, FLORIDA

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**TRANSMITTAL LETTER**

Joy A. Fotheringham  
Bookkeeping & Tax Services, Inc.  
226 McIntosh Rd.  
Ormond Beach, FL 32174-5517  
386-672-3856

November 12, 2004

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

**SUBJECT: JIM MITTS TILE, INC.**  
*Proposed Corporate Name*

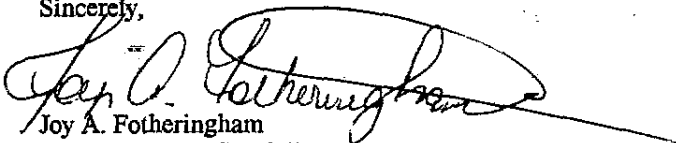
Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
<b>ADDITIONAL COPY REQUIRED</b>			

If you have any questions or require additional information, please free feel to contact me at the address and telephone number listed above.

Thank you for your prompt attention to this matter.

Sincerely,

  
Joy A. Fotheringham  
Tax Accountant Specialist

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04 NOV 19 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
JIM MITTS TILE, INC.**

In compliance with Chapter 607, and/or Chapter 621, F.S. (Profit), the undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be **JIM MITTS TILE, INC.**

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The principal place of business and the mailing address of this corporation shall be **4 SLEEPY HOLLOW TRAIL, PALM COAST, FLAGLER COUNTY, FLORIDA 32164.**

**ARTICLE III  
PURPOSE**

The purpose for which the corporation is organized is to engage in any lawful activity permitted by the laws of the State of Florida.

**ARTICLE IV  
SHARES**

The number of shares of stock, which the corporation shall have authority to issue, is **1,000 shares of common stock at a par value of \$100 per share.**

**ARTICLE V  
DIRECTORS**

The names and residence address of the person(s) constituting the initial board of directors is **JIMMIE MITTS, 103 LAURIE DRIVE, ORMOND BEACH, VOLUSIA COUNTY, FLORIDA 32176**

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be selected.

#### **ARTICLES VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (I) breaches of the duty of loyalty, (II) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (III) declaration of unlawful dividends or unlawful stock repurchases or redemption's, or (IV) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

#### **ARTICLE VII OTHER PROVISIONS**

**PREEMPTIVE RIGHTS.** The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**DIRECTOR OR OFFICER INTEREST.** In the absence of fraud, no transaction between (A) this corporation and (B) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**STOCK TRANSFER RESTRICTION.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**CORPORATE SEAL.** The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

**EXECUTION OF WRITTEN INSTRUMENTS.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. The President or Vice-President may execute all other instruments executed by the corporation, including a release of mortgage or lien. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

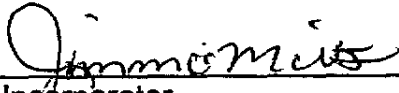
## **ARTICLE VIII REGISTERED OFFICE AND AGENT**

The name and Florida Street address of the corporation's initial registered office and the name of its initial registered agent at such address is **JOY FOTHERINGHAM, 226 MCINTOSH RD., ORMOND BEACH, VOLUSIA COUNTY, FLORIDA 32174.**

## **ARTICLE IX INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is: **103 LAURIE DRIVE, ORMOND BEACH, VOLUSIA COUNTY, FLORIDA 32176.**

The undersigned incorporator has executed these Articles of Incorporation this 12 November 2004.

 (Signature)  
Incorporator

**CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is **JIM MITTS TILE, INC.**
2. The name and address of the registered agent and office is:

**JOY FOTHERINGHAM  
226 MCINTOSH ROAD  
ORMOND BEACH, VOLUSIA COUNTY, FLORIDA 32174**

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.

 (Signature)  
JOY FOTHERINGHAM

November 12, 2004