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SECRETARY OF STATE
TALLAHASSEE FLORIDA

VH

LAW OFFICES
DULMER & TRACY
CHARTERED

JOHN J. DULMER, JR.
DENNIS J. TRACY

TELEPHONE
(941) 485-7761
TELECOPY
(941) 488-9482

March 1, 2006

Corporate Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

Ref. Number: W06000008786
Letter Number: 006A00012555

Dear Sir/Madam:

Enclosed please find revised Articles of Incorporation whereby we have changed the corporate name from International Tile and Stone Of Florida, Inc. To Coliseum Tile and Stone, Inc. I believe that the change of name should be acceptable. If it is, please proceed with filing the enclosed Articles. A copy of your letter of February 22, 2006 is also enclosed.

Thank you for your help in this matter.

Very truly yours,
DULMER & TRACY, CHARTERED

By: 

DENNIS J. TRACY, ESQ.

DJT/tlh



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 22, 2006

DENNIS J. TRACY, ESQ.
229 PENSACOLA ROAD
VENICE, FL 34285

SUBJECT: INTERNATIONAL TILE AND STONE OF FLORIDA, INC.
Ref. Number: W06000008786

We have received your document for INTERNATIONAL TILE AND STONE OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Document Specialist
New Filing Section

Letter Number: 006A00012555

RECEIVED
06 MAR -6 AM 8:19

ARTICLES OF INCORPORATION
OF
COLISEUM TILE and STONE, INC.

FILED
06 MAR -6 PM 6:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is **COLISEUM TILE and STONE, INC..**

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having a nominal par value of One Dollar (\$1.00).

ARTICLE IV

COMMENCEMENT DATE

This corporation shall commence its existence on the date these Articles are filed and accepted by the offices for the Secretary of State for the State of Florida.

ARTICLE V

PRINCIPAL OFFICE

The principal office of this corporation is 5780 Deerhollow Lane West, Sarasota, Florida

34232 which address is also the mailing address of the corporation.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5780 Deerhollow Lane West, Sarasota, Florida 34232 , and the name of the initial registered agent of this corporation at that address is **LOUIS S. MIGLIACCIO**.

ARTICLE VIII

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE IX

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are :

NAME:

ADDRESS:

LOUIS S. MIGLIACCIO

5780 Deerhollow Lane West
Sarasota, Florida 34232

ARTICLE X

INCORPORATORS

The names and post office addresses of the Incorporators of these Articles of Incorporation are:

NAME:

LOUIS S. MIGLIACCIO

ADDRESS:

5780 Deerhollow Lane West
Sarasota, Florida 34232

ARTICLE XI

TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreement as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the Secretary of the corporation, and a reference to such agreement noted upon the certificate representing said shares, and by the By-Laws of this corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE XII

PRE-EMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent to any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XIII
CUMULATIVE VOTING RIGHTS

The principal of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all of his votes for a single candidate or may divide and distribute his votes among any two or more candidates, as he may see fit. Each stockholder may, if he desires, cast fewer than all the votes to which he is entitled to an election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

ARTICLE XIV
TRANSACTIONS WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transactions between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of said Board of Directors at which such contract or transaction is authorized or confirmed; and provided further, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this 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.

ARTICLE XV
DIRECTORS - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made

a party to any threatened, pending, or completed action, suit, or proceedings, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees), judgments, fines, and amounts paid in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors (subject to the approval of a majority of stockholders) that indemnification is proper in the particular circumstances the nature and status at the time of such payment of the litigations or threatened litigations.

ARTICLE XVI

REPLACEMENT OF STOCK CERTIFICATES

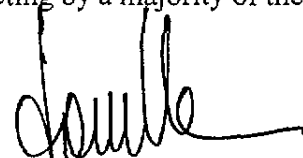
The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XVII

AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every

amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

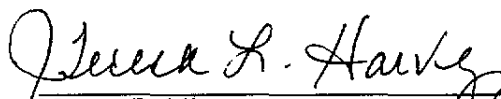


LOUIS S. MIGLIACCIO

(SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 16th day of February, 2006, by **LOUIS S. MIGLIACCIO**, ☒ who is personally known to me or ☐ who has produced as identification and who did take an oath.



Notary Public

Typed Name TERESA L. HARVEY

My Commission Expires:



Teresa L. Harvey

My Commission DD251378

Expires December 30, 2007

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST... That COLISEUM TILE and STONE, INC. desiring
to organize or qualify under the laws of the State of Florida, with its principal place of business at
5780 Deerhollow Lane West, Sarasota, Florida 34232 hereby appoints as its agent to accept
service of process within Florida, the following:

LOUIS S. MIGLIACCIO
5780 Deerhollow Lane West
Sarasota, Florida 34232

SIGNATURE: 

Corporate Officer

TITLE: President

DATE: February 16, 2006

06 MAR -6 PM 6:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above stated corporation, at the place
designed in this certificate, I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

(Resident Agent)

DATE: February 16, 2006