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05-406

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sonya Beardo H Underlayment, Inc.

Signature _____

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**ARTICLES OF INCORPORATION
OF
SONYA DEARDUFF UNDERLAYMENT, INC.**

FILED
06 MAY -3 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE 1.

The name of the corporation shall be **SONYA DEARDUFF UNDERLAYMENT, INC.**

ARTICLE 2.

This corporation is to have perpetual existence. The date of commencement of corporate existence shall be the date of filing.

ARTICLE 3.

This corporation is organized for the following purposes: To engage in every aspect and phase of tile laying, floor coverings and subsurface preparation; to purchase or otherwise acquire, and to loan, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description in any manner whatsoever connected with, or associated with, the maintenance, care and operation of tile laying, floor coverings and subsurface preparation, and the purchase, sale, maintenance, and care of equipment, inventory, and supplies pertaining to the operation of tile laying, floor coverings and subsurface preparation, and to advertise and make known the services and benefits provided, and do all and everything necessary and proper for the accomplishment of any of the purposes set forth in these Articles Of Incorporation; to engage in every aspect and phase of transacting any or all lawful business, and to exercise all lawful powers necessary to effect its purposes as set forth herein.

ARTICLE 4.

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 7,500 shares. All such shares shall be of a single class, designated as common.

ARTICLE 5.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE 6.

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 7.

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

Sonya Dearduff, 8295 SE 131st Place, Summerfield, Florida 34491

ARTICLE 8.

The initial registered agent of the corporation is **Sonya Dearduff**. The street address of the corporation's initial registered office is **8295 SE 131st Place, Summerfield, Florida 34491**.

ARTICLE 9.

The principal place of business and mailing address of this corporation shall be:
8295 SE 131st Place, Summerfield, Florida 34491

ARTICLE 10.

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

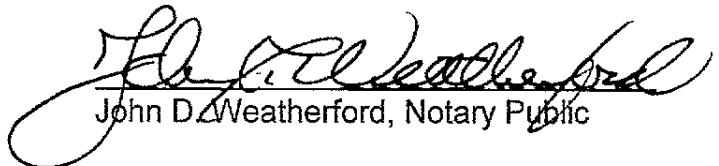
Sonya Dearduff, 8295 SE 131st Place, Summerfield, Florida 34491

The undersigned incorporator has executed these Articles of Incorporation this 28th day of April, 2006.


SONYA DEARDUFF, Incorporator

**STATE OF FLORIDA
COUNTY OF MARION**

THE FOREGOING INSTRUMENT was acknowledged before me this 28th day of April, 2006 by **SONYA DEARDUFF**, who has produced a Florida Driver's License as Identification.


John D. Weatherford, Notary Public



John D Weatherford
My Commission DD220467
Expires July 31, 2007

ACCEPTANCE OF INITIAL REGISTERED AGENT

SONYA DEARDUFF UNDERLAYMENT, INC.

I HEREBY ACCEPT the position as initial registered agent of this corporation at 8295 SE 131st Place, Summerfield, Florida 34491, its initial registered office, and I do agree to comply with all the responsibilities of a registered agent as set forth in accordance with the laws of the State of Florida.

DATED as to the initial registered agent on this 28th day of April, 2006


SONYA DEARDUFF
Initial Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

THE FOREGOING INSTRUMENT was acknowledged before me on this 28th day of April, 2006 by SONYA DEARDUFF, who has produced a Florida Driver's License as Identification.


John D. Weatherford, Notary Public



John D Weatherford
My Commission DD220487
Expires July 31, 2007

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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