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NAME: BELLA TILE & MARBLE CORP.

AUDIT NUMBER.....H98000015973

DOC TYPE.....BASIC AMENDMENT

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Amended & Restated

Art.

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RESTATEMENT OF AND AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
BELLA TILE & MARBLE CORP.

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned, being all of the Directors of BELLA TILE & MARBLE CORP., (the "Corporation") hereby adopt the following Restatement of and Amendment to the Corporation's Articles of Incorporation:

1. The name of the corporation is BELLA TILE & MARBLE CORP.
2. The street address of the principal office, which is the mailing address, of the Corporation is:

3663 Arnold Avenue
Naples, FL 34104

3. The aggregate number of shares that the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock, and the par value of such shares shall be One Hundredth of One Cent (\$0.001). Par value shall have no effect on the Corporation's capital structure;

4. The street address of the registered office of the Corporation is:

222 Carica Road
Naples, FL 33963

and the name of the Corporation's registered agent at such address is:

Vincent Scire

5. The name of the original sole incorporator of the Corporation on January 21, 1994 was:

Vincent Scire

6. The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws. Currently, the number of Directors is two, and the names and addresses of the persons who are to serve as directors of the Corporation from the date of this Restatement of and Amendment to the Articles

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of Incorporation, or until the next annual meeting of the Shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Vincent Scire
3663 Arnold Avenue
Naples, FL 34104

Stephen Scire
3663 Arnold Avenue
Naples, FL 34104

This Restatement of and Amendment to the Articles of Incorporation was unanimously approved by the Directors and Shareholders of the Corporation; accordingly, the votes cast by the Shareholders for this Restatement of and Amendment to the Articles of Incorporation were sufficient for approval. Resolutions were approved on 8/7/98.

Dated as of this 7th day of August, 1998.

BELLA TILE & MARBLE CORP.

By: Vincent Scire
Vincent Scire, President/Director

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