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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

BAY TILE AND MARBLE INC.

A FLORIDA CORPORATION

ADOPTED MARCH 26TH 1995

BAY TILE AND MARBLE
2300 TALL PINES DRIVE
SUITE 125
LARGO, FL 34641

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ARTICLES OF INCORPORATION
OF

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DIVISION OF CORPORATIONS

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BAY TILE AND MARBLE INC.

The undersigned incorporator, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation Bay Tile and Marble Inc.

Commencement of Corporate Existence

The Corporation's existence shall commence on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLES III

Business and Powers

A. The general nature of the business and other activities to be transacted by this Corporation are:

- (1) to engage in the retail and wholesale business, and
- (2) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of the purpose hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

Authorized Shares

The maximum number of shares of stock authorized to be issued by the Corporation is one thousand (1000) shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholder's meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services. Pursuant to Florida Statutes 607.1621(2), if the Corporation issues or authorizes the issuance of shares for promises to render the shareholder the number of shares authorized or issued and the consideration received by the Corporation, with or before the notice of the next shareholders' meeting.

ARTICLE V

Existence

The Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VI

Initial Registered Office and Registered Agent: Principal Office and Mailing Address

The street address of the initial registered office of the Corporation and the name of the initial registered agent at that address is Sotirios Christopoulos, 2300 Tall Pines Drive, Suite 125, Largo, Florida 34641.

ARTICLES VII

Board of Directors

A. Initial Board of Directors. The names and address of the initial directors of the Corporation are:

Mr. Sotirios Christopoulos
2300 Tall Pines Drive
Suite #125
Largo, Florida 34641

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the Bylaws. The exact number of directors may be fixed by the Bylaws or by the shareholders. Directors need not be fixed by the Bylaws or by the shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

(1) electing the officers of the Corporation;

(2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;

(3) determining the compensation of the officers, including those who may also be directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the Bylaws or resolution of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an executive committee.

ARTICLE VIII

Officers

A. Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers Not Shareholders. Officers need not be shareholders of the Corporation.

C. Rank, Tenure, Powers and Duties. All officers shall have such rank, tenure of office, powers, and duties as may be prescribed by the Bylaws of the Directors by appropriate resolution.

D. Initial Officers. The names and office of each of the initial officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

Sotirios Christopoulos	C.E.O.
George Dounlias	President
George Dounlias	Treasurer
Sotirios Christopoulos	Secretary

ARTICLE IX

Incorporator

The name and street address of the incorporator signing these Articles is:

Mr. Sotirios Christopoulos
2300 Tall Pines Drive Suite 125
Largo, Florida 34641

ARTICLE X

Indemnification

A. Indemnification in Proceedings Other Than Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is party to any proceedings (other than an action by, or in the right of, the Corporation), 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, committee member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding. Such indemnification shall include indemnification in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

B. Indemnification of Persons Parties to a Proceeding by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor 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 and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with defense or indemnification shall be authorized if such person acted in good faith and in manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. Provided, of any claim, issue, or matter as to which such person shall have been adjudged to be liable, unless, and only to the extent that, the court in which such proceeding was that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

C. Mandatory Indemnification. To the extent that a director, officer, employee, or agent of a corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Sections A and B above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

D. Authorization of Indemnification is Required. Any Indemnification under Sections A and B, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section A and B. Such determination shall be made pursuant to the procedures outlined in Florida Statutes s607.0850.

E. Additional Conditions to Indemnification. The Board, by majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding to which indemnification relates, may impose such additional conditions upon any form of indemnification as the Board may deem appropriate, including, but not limited to, the right to assume the defense in appropriate circumstances, the right to select the attorney representing the indemnified person and the right to settle.

F. Prepayment of Expenses. Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon preliminary determination following the procedure set forth in Section D that such indemnified person meets the applicable standard of conduct referred to therein and subject to any conditions imposed by the Board pursuant to this Article and the prior receipt by the Corporation that such person will promptly repay such amount unless it ultimately shall be determined that the person is entitled to be indemnified by the Corporation as authorized in the Article X.

G. Indemnification Disallowed in Certain Circumstances. The indemnification provided pursuant to this article shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication established that his actions, or omissions to act were material to the cause of action so adjudicated and constitute:

(a) a violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(b) a transaction from which the director, officer, employee, or agent derived an improper personal benefit;

(c) in the case of a director, a circumstance under which the liability provisions of Florida Statutes s607.0834 are applicable; or

(d) willful misconduct or a conscious disregard for the best interest of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of the shareholder.

H. Nonexclusivity. The Corporation shall have the power to make any other or further indemnification of any of its Directors, Officers, members of any committee, or any other person that the Corporation has the power by law to indemnify, including without limitation, employees or agents of the Corporation, under any bylaw, agreement, vote of shareholders or disinterested Directors, or otherwise both as to action in any official capacity and as to action in another capacity while holding such office, except and indemnification against gross negligence or willful misconduct. The indemnification as provided in this Article shall contain as to any person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of such person's heirs and personal representatives.

Pursuant to Florida Statutes §607.1621, if the Corporation indemnifies any director, officer, employee or agent under Florida Statutes §607.0850, the Corporation shall report the indemnification in writing to the shareholders in the manner required by §607.1621.

ARTICLE XI

Bylaws

The Board of Directors shall adopt Bylaws of the Corporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Laws of Florida, concerning corporate actions that must be authorized or approved by the shareholders of the Corporation, Bylaws of the Corporation may be amended only by following the procedures set forth therefore in the bylaws.

ARTICLE XII

Amendments

Amendments to these Articles of Incorporation may be made by the Board of Directors with respect to matters allowed to be amended by the Board under the terms of Florida Statutes s807.1002. Any other amendments to these Articles shall be adopted by the vote of the majority of a quorum of shareholders of the Corporation at any regular or special meeting of the shareholders.

The foregoing Articles of Incorporation were adopted by the incorporator of the Corporation on the date written below and shall be effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the corporation, this 26th day of MARCH, 1995.
(CORPORATE SEAL)

Sotirios Christopoulos SOTIRIOS CHRISTOPOULOS

STATE OF FLORIDA)

COUNTY OF PINELLAS)

SS:

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared

SOTIRIOS CHRISTOPOULOS to me known and known to me to be the person described in and who signed the foregoing Articles of Incorporation, or who presented a driver's license, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at

LARGO, FLORIDA

this NINTH 26th day of MARCH 1995

Peter J. Ristorelli
NOTARY PUBLIC
State of

OFFICIAL NOTARY SEAL
PETER J RISTORELLI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC316937
MY COMMISSION EXP. OCT. 1, 1997

**CERTIFICATION OF DESIGNATION
Registered Agent/Registered Office**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -7 AM 10:21

Pursuant to the requirements of the laws of Florida, Bay Tile and Marble Inc. hereby designates its registered agent and registered office:

Name of Corporation:
Bay Tile and Marble Inc.

Name of Address of Registered Agent

Sotirios Christopoulos
2300 Tall Pines Drive
Suite #125
Largo, Florida 34641

Registered Office of Corporation:

2300 Tall Pines Drive
Suite #125
Largo, Florida 34641

Signature of Corporate Officer: _____

Name: Mr. Sotirios Christopoulos
Title: C.E.O. / SECRETARY
Date: 3/26/95

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.

Name: Sotirios Christopoulos

Date: 3/26/95 . 1995