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June 27, 1995

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

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-06/29/95--01057--002
****122.50 ****122.50

Re : FRANZ TILE, Inc.

Greetings :

Enclosed please find the original Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is a check in the amount of \$ 122.50 , representing payment of the following :

\$ 35.00	Filing Fee
\$ 52.50	Certified Copy Fee
\$ 35.00	Registered Agent Fee

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,

Joseph Franz

Encl. (as stated)

7/3/95
JUL 23 AM 7:23
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF
FRANZ TILE, Inc.

ARTICLE I. CORPORATE NAME

The name of this Corporation is Franz Tile, Inc., and its mailing address is 8220 Pelican Lane, Largo, Fl. 34647.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of One (\$ 1.00) Dollar.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office for this Corporation in the State of Florida shall be : Douglas Franz, at 8220 Pelican Lane, Largo, Fl. 34647 . The board of directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director (s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII INITIAL DIRECTOR

The name(s) and street address (es) of the initial director (s) of this Corporation is (are) Douglas Franz, 8220 Pelican Lane, Largo, Fl. 34647. The person (s) named as initial director (s) shall hold office for the first year of existence of this Corporation or until their successor (s) is (are) elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Douglas Franz, at 8220 Pelican Lane, Largo, Fl. 34647 .

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

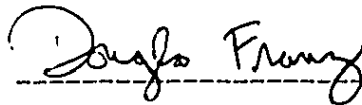
ARTICLE X. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 27 day of JUNE, 1994.

_____

Douglas Franz
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: FRANZ TILE, INC.

2. The name and address of the registered agent and office is:

DOUGLAS FRANZ
(NAME)
8220 PELICAN LANE
(P.O.BOX NOT ACCEPTABLE)
LARGO, FL. 34647
(CITY/STATE/ZIP)

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.

Douglas Franz
(Signature)

(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314