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The Law Offices of
Linster E. Brinkley, Jr., P.A.
2350-N 34th Street North, Suite 101
St. Petersburg, Florida 33713

March 25, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

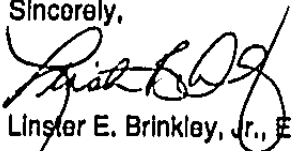
Via overnight delivery

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of Groutbusters, Inc. and a check in the amount of \$122.50 to cover the associated costs.

Your assistance in expediting the Incorporation procedure will be appreciated.

Sincerely,


Linster E. Brinkley, Jr., Esq.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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**ARTICLES OF INCORPORATION
OF
GROUTBUSTERS, INC.**

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FILED
TAMPA, FLORIDA

ARTICLE ONE

The name of the corporation is Groutbusters, Inc. and its principal office is 1207 West Fletcher Avenue, Tampa, Florida 33612.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to operate and franchise tile restoration businesses and to perform any services or business incidental thereto. Further, the purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one thousand, all of which shall be common shares with no par value.

ARTICLE FIVE

The corporation will not commence business until the issuance of certificate of incorporation, and it has received for the issuance of shares consideration of the value of \$1000.00 consisting of money, labor done, or property actually received.

ARTICLE SIX

The street address of the initial registered office is 2350-N 34th Street, Suite 101, St. Petersburg, Florida 33713 and the name of the initial registered agent at such address is Linster E. Brinkley, Jr., Esq.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

David Smith - 1207 West Fletcher Avenue, Tampa, FL 33612
Christina Lanier - 17305 Estes Road, Lutz, FL 33549

ARTICLE EIGHT

The Board of Directors is empowered to make, alter, or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of the incorporator is Linster E. Brinkley, Jr., Esq., 2350-N 34th Street North, Suite 101, St. Petersburg, FL 33713.

ARTICLE TEN

The powers of the incorporator cease upon filing the Articles of Incorporation.

Signed by: 
Linster E. Brinkley, Jr., Esq., Incorporator

Date: 3-25-96

Sworn to and subscribed before me this 25th day of March, 1996.


Notary Public



"OFFICIAL SEAL"
Mari Nobile
My Commission Expires 12/8/97
Commission #CC 335114

I, Linster E. Brinkley, Jr., Esq., hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said corporation.

Signed by: 

Date: 3-25-96