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LAW OFFICE OF
OLIVER H. HARRIS, III

10 CENTRAL PARKWAY
SUITE 240
STUART, FLORIDA 34994
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REPLY THIS OFFICE

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APRIL 12, 1996

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

RE: TILE DESIGNS, INC.

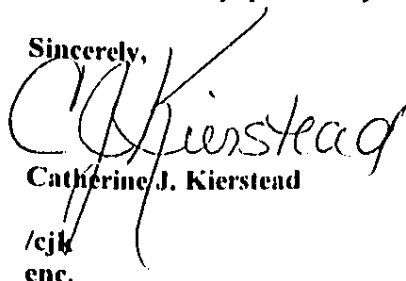
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Dear Sir/Madam:

Enclosed please find the executed ARTICLES OF INCORPORATION of STUART AXLE, INC., together with the filings fees. Please file this corporation and return one certified copy to this office via the enclosed envelope.

Please direct any questions you may have to this office.

Sincerely,


Catherine J. Kierstead
/cjk
enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 16 PM 12:50

02/19/96

ARTICLES OF INCORPORATION

OF

STUART AXLE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 16 PM 12:50

THE UNDERSIGNED, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **STUART AXLE, INC.**

SECOND: The period of the corporation is perpetual.

THIRD: The purpose for which the corporation is organized is for any activity or business permitted under the laws of the United States and of this State.

FOURTH: Authorized Shares.

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 300 shares of Capital Stock with a par value of \$1.00 per share.

DIVIDENDS: The holders of the outstanding capital stock shall be entitled to receive, when and as declare by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK: The shares of the corporation are not to be divided into classes.

NO SHARE IN SERIES: The corporation is not authorized to issue shares in series.

FIFTH: The principal office of the Corporation shall be at 3233 S.E. DOMINICA TERRACE, STUART, FL 34997. The registered office of the Corporation shall be at 3233 S.E. DOMINICA TERRACE, STUART, FL 34997, and the Registered Agent at that office, and whose office is at that address, is **BRUCE MILTON**.

SIXTH: The initial board of directors shall consist of 1 member who need not be a resident of the State of Florida.

SEVENTH: The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until successors are elected and qualified, is as follows:

NAME	ADDRESS
BRUCE MILTON	3233 S.E. DOMINICA TERRACE STUART, FL 34997

EIGHTH: The name(s) and address(es) of the initial incorporator(s) are as follows:

NAME	ADDRESS
BRUCE MILTON	3233 S.E. DOMINICA TERRACE STUART, FL 34997

NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

TENTH: The Bylaws of the Corporation are to be made, altered or rescinded by the Members of the Board of Directors.

ELEVENTH: The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected or qualified shall be as follows:

NAME	ADDRESS
BRUCE MILTON President, Director, Treasurer & Secretary	3233 S.E. DOMINICA TERRACE STUART, FL 34997

IN WITNESS HEREOF, the Undersigned has made and subscribed to these Articles of Incorporation at Stuart, Florida, on this 9th day of April, 1996.



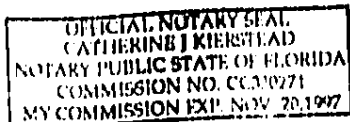
BRUCE MILTON

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared BRUCE MILTON, who is personally known to me, and who did freely and voluntarily

acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Stuart, Florida in said County and State this 24th day of April, 1996.



Catherine J. Kierstead
NOTARY PUBLIC
My Commission Expires:

I HEREBY ACCEPT APPOINTMENT AS THE REGISTERED AGENT:

Bruce Milton

BRUCE MILTON

REGISTERED OFFICE: 3233 S.E. Dominica Terrace
Stuart, FL 34997

RECEIVED
STATE
NOTARY PUBLIC
OFFICE
APR 16 PM 12:50