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RUSSELL LEE AVERY
5100 N. FEDERAL HIGHWAY, SUITE 409
FT. LAUDERDALE, FL 33308

FILED

96 NOV 12 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOVEMBER 11, 1996

Secretary of State
Corporate Name Division
P.O. Box 6327
Tallahassee, FL 32314

by Federal Express

Enclosed please find herewith Articles of Incorporation to be
filed for Colaiani Custom Italian Tile, Inc.

Please accept our check for \$70 for incorporation fees.
At your earliest convenience, please send us your letter
confirming these articles have been filed. Thank you for
your assistance.

Yours truly,

Russel L. Avery
Russel Lee Avery

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ARTICLES OF INCORPORATION

OF

COLAIANNI CUSTOM ITALIAN TILE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to make contracts, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is

COLAIANNI CUSTOM ITALIAN TILE, INC.

ARTICLE II

This Corporation is formed for the purpose of engaging in any lawful activity or business permitted under the laws of the United States of America, the State of Florida, or any other state or country, to engage in marketing activities, more specifically marketing custom Italian tiles.

ARTICLE III

The aggregate number of shares which this Corporation shall have the authority to issue shall be 10,000 shares of \$1.00 par value. The consideration to be paid for each share shall be fixed by this Corporation.

ARTICLE IV

The amount of capital with which this Corporation will begin business is One Thousand Five Hundred Dollars (\$1,500).

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

No officer, director or shareholder shall be personally liable for any debts of this Corporation.

ARTICLE VII

The street address of the initial principal office is:
5100 N. Federal Highway, Suite 409, Ft. Lauderdale, FL 33308. The
name of its initial registered agent is Russel Lee Avery.

ARTICLE VIII

The number of directors constituting the initial Board of
Directors of this Corporation is one (1). The name and street
address of the initial director of this Corporation is:

Russel Lee Avery	5100 N. Federal Highway, Suite 409
	Ft. Lauderdale, FL 33308

The initial director may serve from time to time and
may, by resolution, fix the number constituting the Board of
Directors and may also name persons to fill vacancies on the
Board of Directors created by an increase in the number of
directors which occurs between annual meetings. The number of
directors of this Corporation shall be not less than one (1).

ARTICLE IX

The name and street address of the subscriber to these
Articles of Incorporation, together with the number of shares
of stock and value of consideration therefore are as follows:

Russel Lee Avery	SHARES	CONTRIBUTION
5100 N. Federal Hwy., Suite 409	1,500	\$ 1,500
Ft. Lauderdale, FL 33308		

ARTICLE X

The date when corporate existence shall commence shall
be upon the filing of these Articles of Incorporation by the
Department of State, State of Florida.

ARTICLE XI

This Corporation, and the parties hereto, shall take whatever action necessary to cause the shares of this Corporation to qualify as " Section 1244 Stock ", as such term is used and defined in the Internal Revenue Code of 1986 and the Regulations issued thereunder.

ARTICLE XII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XIII

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or Bylaws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or Bylaws.

ARTICLE XIV

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of a conference telephone, as provided by law.

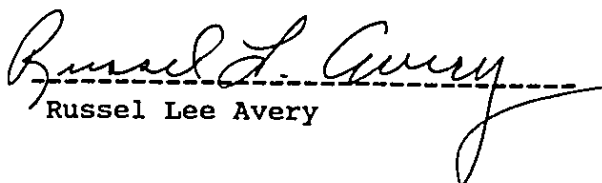
ARTICLE XV

This Corporation, its shareholders, or any combination of this Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided in the Bylaws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority affirmative vote of all the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned does hereby affix his hand for the purpose of forming this Corporation this 11th day of November, 1996.



Russel Lee Avery

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take
acknowledgements in the State and County set forth above,
personally appeared Russel Lee Avery, who produced the following
identification FLOR DA DRIVERS LICENSE
known to me and known by me to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged
before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and
affixed my official seal, in the State and County aforesaid,
this 11----- day of November, 1996.

Mary Nicole-----

NOTARY PUBLIC
State of Florida at Large

My commission expires:



MARY NICOLE
MY COMMISSION # CC361990 EXPIRES
April 9, 1998
BONDED THROUGH FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

First - That Colaianni Custom Italian Tile, Inc.
desiring to organize
or qualify under the laws of the State of Florida with its
principal place of business at City of Coral Springs, State
of Florida, has named: Russel Lee Avery located at:

5100 N. Federal Highway, Suite 409
FT. Lauderdale, FL 33308

as its agent to accept service of process within Florida.

Signature

Russel L. Avery
Russel Lee Avery

Title

PRESIDENT

Date

11/11/96

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature

Russel L. Avery
Russel Lee Avery

Date

11/11/96

FILED
96 NOV 12 PM 1:55
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA