

P97000017/62

TRACEY C. HIGGINBOTHAM & ASSOCIATES

Accounting • Taxes • Business Services



3535 N.U.S. 1, Suite #8, Cocoa, FL 32926
Office (407) 688-5726 Fax (407) 689-4520

Date: January 16, 1997

400002067814--6
-01/24/97--01063--018
****122.50 ****122.50

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

Re: Pro-Tite Inc

Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same and my check in the amount of \$122.50. Please file the Articles, issue, and return to me a certified copy of same, together with my charter.

Should you have any questions or which further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours Very Truly,

Kevin P. Balla
5073 Bridge Road
Cocoa, FL 32927

Please send acknowledgments to:

Tracey C. Higginbotham, E.A. & Associates
3535 N. U.S. 1, Suite #3
Cocoa, FL 32926

Similar
P95-62713

503

W97-2234
129-97
TB

FILED
97 FEB 19 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1997

TRACEY C. HIGGINBOTHAM
3535 NO US 1 STE 3
COCOA, FL 32926

SUBJECT: PRO-TILE, INC.
Ref. Number: W97000002234

We have received your document for PRO-TILE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 597A00004657

ARTICLES OF INCORPORATION
OF
PRO-TILE OF BREVARD, INC.

ARTICLE I - NAME

The name of the corporation is Pro-Tile of Brevard, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITOL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 value common stock, which shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

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

FILED
97 FEB 19 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5073 Bridge Road, Cocoa, Fl. 32927, and the name of the initial registered agent of this corporation at that address is: Kevin P. Balla

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial directorsof this corporation is:

Kevin P. Balla
5073 Bridge Road
Cocoa, Fl. 32927

Robert M. Todd, Jr.
4980 Bridge Road
Cocoa, Fl. 32927

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is: 5073 Bridge Road, Cocoa, Fl. 32927

ARTICLE X - INCORPORATORS

The name and address of the persons signing these Articles is:

Kevin P. Balla
5073 Bridge Road
Cocoa, Fl. 32927

Robert M. Todd, Jr.
4980 Bridge Road
Cocoa, Fl. 32927

ARTICLE XI- BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer of directors, or any former officer, or director to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

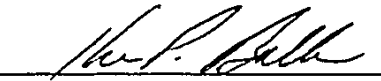
ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth:

Kevin P. Balla	500 Shares
Robert M. Todd, Jr.	500 Shares

Shares held by the initial stockholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16th day of January, 1997.



Kevin P. Balla



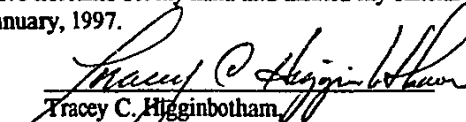
Robert M. Todd, Jr.

FILED
97 FEB 19 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: Kevin P. Balla and Robert M. Todd, Jr., known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 16th day of January, 1997.



Tracey C. Higginbotham
Notary Public,
State of Florida
My Commission Expires:



I, Kevin P. Balla, hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. By executing this document, I reaffirm that I agree to serve as Registered Agent.



Kevin P. Balla
5073 Bridge Road
Cocoa, Fl. 32927