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WINN & CLEARY
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

NOLAN S. WINN, P.A.**
SCOTT A. CLEARY, P.A.
* LICENSED IN FLORIDA
AND LOUISIANA
* CERTIFIED MEDIATOR

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June 23, 1997

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

40000222374--3
-06/25/97--01018--017
*****122.50 *****122.50

Re: St. Johns Tile, Inc.

Dear Sir:

Enclosed you will find an original and one copy of the Articles of Incorporation and Acceptance of Designation as Registered Agent, together with our check for \$122.50 to cover your charges as follows:

Filing fee.....	\$35.00
Fee for Certified Copy of Articles of Incorporation.....	\$52.50
Fee for filing Certificate of Registered Agent.....	\$35.00
Total.....	\$122.50

Please file the original Articles and Certificate of Registered Agent, certify the copies and return the certified copies to me. Should you need anything further in connection with this matter, please advise.

Sincerely,

Scott A. Cleary
Scott A. Cleary

SAC/dg
Enclosures
cc: Arnold Dominger

EFFECTIVE DATE
6-26-97

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 25 PM 4:13

6-26-97
WS

ARTICLES OF INCORPORATION
OF
ST. JOHNS TILE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 JUN 25 PM 4:13

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is St. Johns Tile, Inc. and its principal place of business is located at 3812 Tallcott Drive, Jacksonville, Florida, 32246.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on July 1, 1997.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 3812 Tallcott Drive, Jacksonville, Florida, 32246,

EFFECTIVE DATE
7-1-97

and the name of the initial registered agent of this corporation is Arnold Dominger. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Arnold Dominger	3812 Tallcott Drive Jacksonville, Florida 32246
Darren Millevoi	192 Crosscove Circle Ponte Vedra Beach, Florida 32082
John Dominger	3630 Ponce De Leon Drive Jacksonville, Florida 32217

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Arnold Dominger	3812 Tallcott Drive Jacksonville, Florida 32246

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided law. Both the shareholders and the Board of Directors may

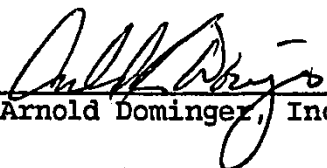
repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder, upon the issuance of any additional stock or other type of security of the Corporation which is either equitable in nature or convertible into any security of stock which is equitable in nature, shall have the right to purchase his pro rata share thereof at the price at which such stock or other security is offered to others, which price may be in excess of par.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set my hand and affixed my seal this 20 day of June, 1997.


_____(SEAL)
Arnold Dominger, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this the
20th day of June, 1997, by Arnold Dominger, who is personally
known to me, or who has produced his drivers license or other type
of identification _____ and who did take an oath.



Notary Public

My commission expires: _____

(Typed, Stamped or Printed)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 25 PM 4:13

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, St. Johns Tile, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 3812 Tallcott Drive, Jacksonville, Florida, 32246, has designated Arnold Dominger as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 3812 Tallcott Drive, Jacksonville, Florida, 32246.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon St. Johns Tile, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 3812 Tallcott Drive, Jacksonville, Florida, 32246.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 20 day of June, 1997.


Arnold Dominger, as Registered Agent