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LAW OFFICE
S. CRAIG WAKEFIELD
PROFESSIONAL ASSOCIATION
1400 West Oak Street, Suite A
Kissimmee, Florida 34741

S. CRAIG WAKEFIELD*

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(407) 846-7113

MAILING ADDRESS
Post Office Box 421408
Kissimmee, Florida 34742-1408
TELECOPIER NUMBER
(407) 846-3585

August 18, 1997

VIA FEDERAL EXPRESS

Florida, Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/26/97--01063--006
****122.50 ****122.50

RE: TILE EMPORIUM, INC.
Corporation Filing

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$122.50, which represents the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

Renet McCall

Renet McCall, Legal Assistant

rm
Enclosures

FILED
97 AUG 26 PM 2:51
SECRET
TALLAHASSEE, FLORIDA

8/27/97

ARTICLES OF INCORPORATION

OF

TILE EMPORIUM, INC.

FILED
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TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be TILE EMPORIUM, INC., whose address is 2790 Michigan Avenue, Suite 306, Kissimmee, Florida 34744.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

JOE LOPERENA, 2790 Michigan Avenue, Kissimmee, FL 34744

NANCY LOPERENA, 2790 Michigan Avenue, Kissimmee, FL 34744.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1400 West Oak Street, Suite A, Post Office Box 421408, Kissimmee, Florida 34742-1408.

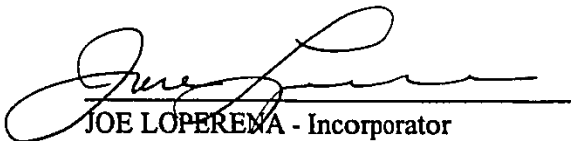
The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. CRAIG WAKEFIELD, ESQ.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:
S. CRAIG WAKEFIELD, ESQ., 1400 West Oak Street, Suite A, Post Office Box 421408,
Kissimmee, Florida 34742-1408.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


JOE LOPERENA - Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA

On 8-25-97, JOE LOPERENA, designated above as the individual who shall serve as incorporator, who is personally known to me, ~~or produced a Florida driver's license as identification,~~ personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of TILE EMPORIUM, INC..

Dorendra Renee McCall

Notary Public



Dorendra Renee McCall
MY COMMISSION # CC520194 EXPIRES
April 24, 2000
BONDED THRU TROY FAIN INSURANCE

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

I hereby accept my designation as resident agent and agree to serve as the resident agent of
TILE EMPORIUM, INC. I hereby state that I am familiar with and accept the duties and
responsibilities as registered agent for TILE EMPORIUM, INC..


S. CRAIG WAKEFIELD, ESQ. - Registered Agent

STATE OF FLORIDA
COUNTY OF OSCEOLA

On August 25, 1997, S. CRAIG WAKEFIELD, ESQ., designated above as the individual who
shall serve as the corporation's initial registered agent, who is personally known to me, ~~or produced~~
~~a Florida driver's license as identification~~, personally appeared before me at the time of notarization,
and, after being given the oath, acknowledged signing these Articles Of Incorporation Of TILE
EMPORIUM, INC..


Notary Public



Dorenda Renet McCall
MY COMMISSION # CC520194 EXPIRES
April 24, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

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SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA