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FROM: FAS-T CORP. AGENTS, INC.
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NAME: BORDERLINZE TILE & DESIGN, INC.
AUDIT NUMBER.....H97000020335
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Secretary of State

December 11, 1997

FAS-T CORP AGENTS, INC.

SUBJECT: BORDERLINZE, INC.
REF: W97000027669

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**ARTICLES OF INCORPORATION
OF
BORDERLINZE TILE & DESIGN, INC.**

ARTICLE I. NAME

The name of this corporation shall be **BORDERLINZE TILE & DESIGN, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of the corporation's existence shall be at the time of filing of these Articles of Incorporation by the Secretary of State. The Corporation shall enjoy a perpetual existence unless earlier dissolved.

ARTICLE III. PURPOSE

The Corporation is being organized for the purpose of engaging in the business of importing and selling of flooring materials and related products and/or artistic and design consulting services and the transacting of any and all business permitted under the laws of the State of Florida, and the United States of America.

ARTICLE IV. PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE & AGENT

The Corporation's principal office shall be:

**721-E NORTH DRIVE
MELBOURNE, FL 32934**

The name and address of the Corporation's initial registered agent is:

Paul J. Fox

ARTICLE V. CAPITAL STOCK

The Corporation is authorized to issue 500 shares of no par value common stock.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-laws of the Corporation, but shall never be less than one. The name and address of the initial directors are:

**Paul J. Fox
721-E NORTH DRIVE
MELBOURNE, FL 32934
Peter Saundry
721-E NORTH DRIVE
MELBOURNE, FL 32934**

PREPARED BY:ALAN B. SEIF
1110 N.E. 163rd STREET #4
NORTH MIAMI BEACH, FL 33162
(305)945-6280

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify any Director or Officer, current or former, for any and all acts or actions performed in good faith within the scope of business to the fullest extent of the law.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator filing these Articles of Incorporation is:

Alan B. Self, Attorney
1118 N. E. 163rd Street, Suite #4
North Miami Beach, Florida 33162-4514

ARTICLE IX. AMENDMENT

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

Alan B. Self
Alan B. Self, Attorney, Incorporator

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

I, Paul J. Fox, hereby accept the designation as registered agent and agree to serve as such for BORDERLINZE TILE & DESIGN, INC.

Paul J. Fox
Paul J. Fox, Registered Agent

Paul J. Fox, designated above to be the initial registered agent who is personally known to me, or whom produced a Florida's driver's license as identification, personally appeared before me at the time of notarization, and, under oath, acknowledged signing these Articles of Incorporation of BORDERLINZE TILE & DESIGN, INC.

Alan B. Self
Notary Public
OFFICIAL NOTARY SEAL
ALAN B SELF
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC62851
MY COMMISSION EXP. JUNE 8 2001
Printed or Typed Name

12-12-97
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