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U.S.A. Tile, Inc.
3903 Northdale Blvd., Suite 139E
Tampa, Florida 33624

February 7, 1998

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

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*****70.00 *****70.00

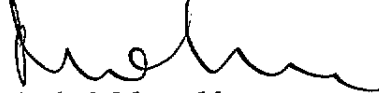
Re: Registration of U.S.A. Tile, Inc.

Division of Corporations:

I would like to register U.S.A. Tile, Inc. as a Florida corporation. Enclosed please find two copies of the Articles of Incorporation for U.S.A. Tile, Inc. and a check in the amount of \$70.00 for the registration fee.

One copy of the Articles of Incorporation should be returned to me at the address shown above.

Sincerely,
U.S.A. TILE, INC.



Andy Makowski
Incorporator

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of U.S.A. Tile, Inc.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the state of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

Article I

Name

The name of this Corporation shall be:

U.S.A. Tile, Inc.

with its principal office and mailing address at 3903 Northdale Blvd., Suite 139E, Tampa, Florida 33624.

Article II

Existence of Corporation

This Corporation shall have perpetual existence.

Article III

Purpose

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the state of Florida. The Corporation shall primarily perform commercial construction services.

Article IV

General Powers

The Corporation shall have power:

- 1) To sue, complain, and defend in its corporate name.
- 2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

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TALLAHASSEE, FLORIDA

- 3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.
- 4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- 5) To lend money to and use its credit to assist its officers and employees in accordance with section 607.0833, Florida Statutes.
- 6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.
- 7) To make contracts and guarantees, incur liabilities, borrow money, and issue its notes, bonds, and other obligations.
- 8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
- 9) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.
- 10) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the state of Florida, for managing the business and regulating the affairs of the corporation.
- 11) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- 12) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share options plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents.
- 13) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

Article V

Common Stock

The total number of shares of common stock authorized to be issued by the Corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for.

Article VI

Registered Office and Registered Agent

The street address of the Corporation's initial registered office is 3903 Northdale Blvd., Suite 139E, Tampa, Florida 33624. The name of the Corporation's initial registered agent at such address is Andy Makowski. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the state of Florida a statement complying with Section 607.0502, Florida Statutes.

Article VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Andy Makowski	3903 Northdale Blvd., Suite 139E Tampa, Florida 33624

Article VIII

Incorporator

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

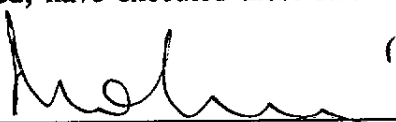
<u>Name</u>	<u>Address</u>
Andy Makowski	3903 Northdale Blvd., Suite 139E Tampa, Florida 33624

Article IX

Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.



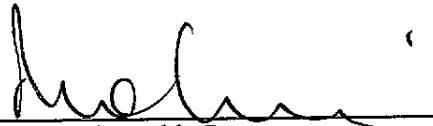
Andy Makowski, Incorporator

**Certificate Designating Place of Business or Domicile
For the Service of Process Within Florida,
Naming Agent Upon Whom Process May be Served**


Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, U.S.A. Tile, Inc. organized under the laws of the state of Florida, submits the following statement in designating the registered agent and registered office in the state of Florida.

The name and address of the registered agent and office is:

Andy Makowski
3903 Northdale Blvd., Suite 139E
Tampa, Florida 33624


Andy Makowski, Incorporator

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.


Andy Makowski, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA