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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ART ON TILE, INC.

AUDIT NUMBER.....H98000006849

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1998

EMPIRE

SUBJECT: AT ON TILE, INC.
REF: W98000008046

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION

OF

THE VERY ART ON TILE, INC.

The undersigned associates, for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this certificate set forth:

ARTICLE I

The name of the corporation shall be **THE VERY ART ON TILE, INC.**

ARTICLE II

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as a natural person might or could do, to-wit:

A. To engage in the business of interior designing, producing, creating, fabricating, and painting on tiles, purchasing material(s) necessary therefor, selling to individuals as well as

This Instrument Prepared by:
George G. Gloukas Esq.,
2020 N.W. 163rd Street, Suite 300
North Miami Beach, FL 33162
Tel: (305) 944-9100

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hotels, hotel lobbies, banks, both commercial and residential landscaping and gardening companies, and to conduct any and all other lawfully authorized business associated with same.

B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.

C. To borrow money, and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

D. To guarantee, purchase, hold, sell assign, transfer, mortgage, pledge or otherwise dispose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock or exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State and in any of the several state, territories, possessions and

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dependencies of the United States, and District of Columbia and in foreign countries.

F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is ONE HUNDRED (100) shares of Common Stock which shall have One Dollar (\$1.00) par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than the sum of One Hundred (\$100.00) Dollars.

ARTICLE V

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this corporation is to be located at: 2020 N.E. 163rd Street, Suite 300, North Miami Beach, Florida 33162.

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ARTICLE VII

There shall be one or more Directors of this corporation.

ARTICLE VIII

The names and post office addresses of the first Board of Directors are as follows:

SYLVAIN BONGARD
RHONDA F. GELFMAN
2020 N.E. 163rd Street, Suite 300
North Miami Beach, FL 33162

ARTICLE IX

The name of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take are as follows:

SYLVAIN BONGARD	25%
RHONDA F. GELFMAN	75%

SHARE: (100%) PERCENT

the proceeds of which amount to One Hundred (\$100.00) Dollars.

ARTICLE X

The directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The Corporation shall have a first lien on the shares of

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its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

B. The private property of the stock holders shall not be subject to the payment of the corporate debts to any extent whatsoever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

F. The corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

ARTICLE XI

The officers of this corporation are as follows:

RHONDA F. GELFMAN - President/Secretary/Treasurer
SYLVAIN BONGARD - Vice-President

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ARTICLE XII

It is the intention of the initial Board of Directors to qualify as a domestic small business corporation, stock issued pursuant to a written plan to qualify for I.R.C. Section 1244.

ARTICLE XIII

Certificate designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted: THE VERY ART ON TILE, INC., desiring to organize under the laws of the State of Florida with the principal offices as indicated in the Articles of Incorporation, has designated a Resident Agent to accept service of process within this State.

The Registered Agent and street address of the registered office, place of business, or location for the service of process within this State is as follows:

CONCEPCION SANTELICES
2020 N.E. 163rd Street, Suite 300
North Miami Beach, Florida 33162

DATED this April 13, 1998



RHONDA F. GELFMAN, Incorporator

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IN WITNESS WHEREOF the undersigned has caused these Articles of
Incorporation to be executed at Miami, Florida on April 13, 1998.

THE VERY ART ON FILE, INC.

Rhonda F. Gelfman
RHONDA F. GELFMAN, President

STATE OF FLORIDA)

) SS:

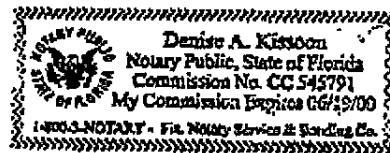
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to,
subscribed and acknowledged before me on April 13, 1998 by all of
the foregoing persons.

Denise A. Kistoon

Notary Public, State of Florida

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for THE VERY ART ON TILE, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this April 13, 1998.

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CONCEPCION SANTELICES

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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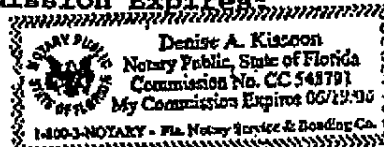
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STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing Acceptance was sworn to, subscribed and acknowledged before me this 13th day of April, 1998, by CONCEPCION SANTELICES the Registered Agent.

Denise A. Kiscoon
Notary Public, State of Florida

My Commission Expires:



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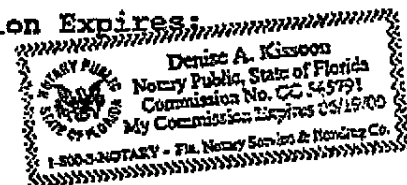
STATE OF FLORIDA)
COUNTY OF DADE) SS:

PERSONALLY, before the undersigned authority, appeared
RHONDA F. GELFMAN, as President of ART ON TILE, INC., to me well
known to be the person described in and who executed the foregoing
Certificate of Incorporation and acknowledged before me that the
parties executed the same freely and voluntarily for the purpose
therein expressed.

SWORN TO AND SUBSCRIBED before me this 7th day of APRIL, 1998.

Dennis A. Kisson
Notary Public State of Florida

My Commission Expires:



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