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PLEASE REPLY TO TAMPA

FILE NO. 39317.98608

April 9, 1998

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600002487126--5
-04/13/98--01109--005
*****35.00 *****35.00

Re: Pro Tile Distribution, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Pro Tile Distribution, Inc., and our firm check in the amount of \$35.00 for the filing fee.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
100 North Tampa Street, Suite 1800
Tampa, FL 33602

Please call me if you have any questions. Thank you.

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*****35.00 *****35.00

Very truly yours,

Linda M. Werner
Linda M. Werner
Legal Assistant

encls
0021934.01

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911 CHESTNUT STREET
POST OFFICE BOX 1368
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NAPLES OFFICE
975 SIXTH AVE. S
POST OFFICE BOX 1368
NAPLES, FLORIDA 34102
TELEPHONE: (941) 435-0035
TELECOPIER: (941) 435-9992

TA-4/13/98

ARTICLES OF INCORPORATION

of

PRO TILE DISTRIBUTION, INC.

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is Pro Tile Distribution, Inc. and the mailing address of this corporation is 6244 Clark Center Avenue, Sarasota, Florida 34238.

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one Hundred (100) Shares at One Cent (\$.01) par value of common stock, which shall be designated as "Common Shares." The corporation elects to have preemptive rights.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2920 West Harbor View Avenue, Tampa, Florida 33611, and the name of the initial registered agent of this corporation at that address is Philip M. Shasteen.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than two or more than three directors.

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TALLAHASSEE, FLORIDA

Directors may only be removed by the shareholders at a duly constituted special meeting of the shareholders. Any vacancy occurring on the Board of Directors, by reason of death, incompetency or resignation of a director shall be filled, at a special meeting of the shareholders.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602.

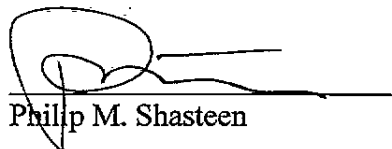
ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation; provided, however, the provisions of Articles III and V shall not be amended or repealed without the affirmative vote of at least 71% of the shares of common stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of April, 1998.


Philip M. Shasteen

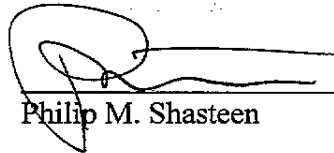
INCORPORATOR

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, Pro Tile Distribution, Inc. desiring to organize under the laws of the State of Florida, hereby designates Philip M. Shasteen, 2920 West Harbor View Avenue, Tampa, Florida 33611, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.



Philip M. Shasteen

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