

MEMBER:  
FLA. INST. OF C.P.A.s

P98000067979

TEL (954) 436-3066  
FAX (954) 432-3886

PHILIP D. FELSON  
CERTIFIED PUBLIC ACCOUNTANT  
9900 STIRLING ROAD  
SUITE 103  
COOPER CITY, FLORIDA 33024

EFFECTIVE DATE

7-31-98

July 24, 1998

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900002602489--4  
-07/30/98--01027--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: KEROS AMERICA CORPORATION

Dear Sirs:

Enclosed please find check # 633, in the amount of \$122.50 to file the above referenced company's Articles of Incorporation, the original and one copy of which are enclosed. If you should require any further information, please contact this office.

Thanking you in advance for your cooperation, I remain

Yours truly,



Philip D. Felson  
Certified Public Accountant

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98 JUL 30 PM 1:57  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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8-4-98  
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EFFECTIVE DATE  
7-31-98

ARTICLES OF INCORPORATION  
OF  
KEROS AMERICA CORPORATION

FILED  
98 JUL 30 PM 1:57  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be **KEROS AMERICA CORPORATION**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in **IMPORT & DISTRIBUTION OF CERAMIC TILES AND FLOORING MATERIALS** and/or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial principal office of the corporation shall be **12921 S.W. 52ND STREET, FT. LAUDERDALE, FL 33330-2731**, and the name of the initial Registered Agent for the corporation at that address is **ROBERT B. ASH, JR..**

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall commence its existence on **JULY 31, 1998** and exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for their services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer maybe entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

**ROBERT B. ASH, JR.**

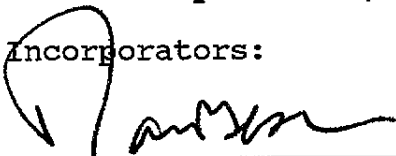
ARTICLE X INCORPORATOR

The name and address of the incorporator is:

**ROBERT B. ASH, JR.  
12921 S.W. 52ND STREET  
FT. LAUDERDALE, FL 33330-2731**

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this 22 day of JULY, 1998.


Incorporators:

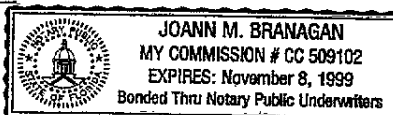


\_\_\_\_\_  
**ROBERT B. ASH, JR.**

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was executed and acknowledged before me this 22 day of JULY, 1998, by: **ROBERT B. ASH, JR.**

  
\_\_\_\_\_  
Notary Public  
(SEAL) State of Florida  
My Commission Expires:



FILED  
98 JUL 30 PM 1:58  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. **KEROS AMERICA CORPORATION**, a corporation organizing under the laws of the State of Florida, with its principal office located at **12921 S.W. 52ND STREET, FT. LAUDERDALE, FL 33330-2731**, has named **ROBERT B. ASH, JR.**, whose address is **12921 S.W. 52ND STREET, FT. LAUDERDALE, FL 33330-2731**, as its agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

  
\_\_\_\_\_  
**ROBERT B. ASH, JR.**

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared **ROBERT B. ASH, JR.**, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this **22 day of JULY, 1998**.

  
\_\_\_\_\_  
Notary Public  
(SEAL) State of Florida

My Commission Expires:

