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TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

400002727524--3
-12/31/98--01033--003
*****87.50 *****78.75

SUBJECT: Morgan Tile and Marble, Inc.
(*proposed corporate name*)

Enclosed is the Original and one (1) copy of the articles of incorporation and a money order in the amount of \$87.50 for the filing fee and issuance of certified copies.

FROM: Douglas J. Morgan
15205 Shaker Court
Tampa, FL 33618
(813) 969-0155

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 8:23

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I (corporation name)

The name of the corporation shall be:

Morgan Tile and Marble, Inc.

ARTICLE II (principle office)

The principle place of business and mailing address for this corporation shall be:

15205 Shaker Court
Tampa, FL 33618

ARTICLE III (shares)

The number of shares that this corporation is authorized to issue is:

1000 shares in the amount of \$0.10 initial value

ARTICLE IV (agent registry)

The name and address of the initial registered agent is:

Douglas J. Morgan
15205 Shaker Court
Tampa, FL 33618

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ARTICLE V
(incorporators)

The names and street address of the incorporators
of these Articles of Incorporation are:

Douglas J. Morgan
15205 Shaker Court
Tampa, FL 33618

Kenneth M. Fortner
5809 N. 16th St.
Tampa, FL 33610


ARTICLE VI
(initial directors)

The names and addresses of the individuals
who are to serve as the initial directors are:


Chief Executive Officer
Douglas J. Morgan
15205 Shaker Court
Tampa, FL 33618

Executive Officer
Kenneth M. Fortner
5809 N. 16th St.
Tampa, FL 33610

The undersigned incorporators have executed this Articles of Incorporation this 11th day of
December, 1998.



Douglas J. Morgan



Kenneth M. Fortner

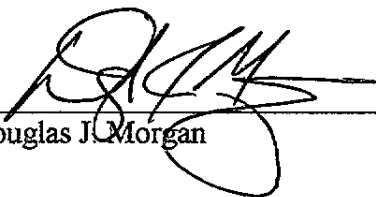
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATIONS, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Morgan Tile and Marble, Inc.
2. The name and address of the registered agent and office is :

Douglas J. Morgan
15205 Shaker Court
Tampa, FL 33618

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Douglas J. Morgan

Date: December 11, 1998

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