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**MILA & YOUNG ACCOUNTING & INSURANCE**

Michelle Young  
3419 St John Street  
Tampa, Florida 33607

City/State/Zip

800002758228--9  
-01/29/99--01026--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS  
99 JAN 29 AM 7:29

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

2-3  
11/5

CERTIFICATE OF INCORPORATION

OF

L.A.TILE & MARBLE INCORPORATED

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ARTICLE I - NAME

The name of this corporation shall be

L.A. TILE & MARBLE INCORPORATED

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ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation shall authorized to have outstanding at any time shall be 500 shares of common stock of the par value of \$1.00 per share, upon which there is no preemptive rights except to the extent specified by the By-Laws.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, service, patents, leases or any other valuable right or thing, for the uses and purposes of the corporation, and all shares of capital, when issued in exchange therefore, shall thereupon and thereby become and be paid in full the same as though paid for in cash at par, and shall be non assessable forever and the judgment of the Board of Directors as to the value of any property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV - INITIAL CAPITAL

This corporation shall begin with Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved by law.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of this corporation shall be located

2214 E GORDON STREET TAMPA FL 33605

The Board of Directors may, from time to time, move the principal office to any other address and may establish branch offices and other places of business as may be deemed expedient.

ARTICLE VII - BOARD OF DIRECTORS

The business of this corporation shall be conducted by its Board of Directors. This corporation shall have a minimum of one director and not more than five directors.

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority of the stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties and powers and function of the officers and Board of Directors shall be as usually devolve upon such officers and directors, unless otherwise provided by the By-Laws.

ARTICLE VIII - ORIGINAL DIRECTORS

The names and address of the Directors are as follows:

NAME	ADDRESS
LAZARO ACOSTA	2214 E GORDON ST TAMPA, FLORIDA 33605
LOURDES ACOSTA	2214 E GORDON ST TAMPA, FLORIDA 33605

#### ARTICLE IX -SUBSCRIBERS

The name and address of the subscribers to the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take is as follows:

NAME	ADDRESS	# OF SHARES
LAZARO ACOSTA	2214 E GORDON ST Tampa, Florida 33605	250
LOURDES ACOSTA	2214 E GORDON ST Tampa, Florida 33605	250

#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

#### ARTICLE XI

The following special provisions, power, privileges, and limitations shall be applicable to and govern this corporation:

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall be been known to the Board of Directors or majority thereof, and any directors of this corporation who are also directors or officers of such corporation, or who are so interested may be counted in the determining the existence of quorum at any meeting of the Board of Directors of this corporation, which shall

authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

-3-

We, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business, both within and without the State of Florida, and in pursuance to the General Laws of the State of Florida, being Chapter 608 F.S.A., and the Acts amendatory thereto and supplemental thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares set opposite my name and accordingly have hereunto set my hand and seal this 23th, JANUARY 1999.

*LaZaro Acosta*  
LAZARO ACOSTA

*Lourdes Acosta*  
LOURDES ACOSTA

STATE OF FLORIDA )

: SS:

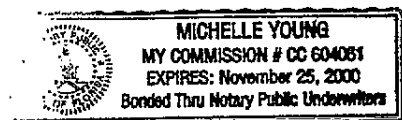
COUNTY OF HILLSBOROUGH)

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized to take acknowledgment in the State and County named above, personally appeared LAZARO ACOSTA, and LOURDES ACOSTA, to me known to be the persons described as the subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this.

*Michelle Young*  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



MINUTES OF SPECIAL MEETING OF DIRECTORS

OF

L.A. TILE & MARBLE INCORPORATED

A special meeting of the Board of Directors of the Corporation was held at the time, date and place set forth below.

All of the Directors being present, the meeting was called to order by the Chairman. The Chairman advised that all the shareholders had executed written consents to the election by the Corporation to be treated as a "small business corporation." Upon motion duly made, seconded and unanimously carried it was

RESOLVED, that the proper officers of the corporation are hereby authorized to take any and all action necessary to comply with the requirements of the Internal Revenue Service for making an election pursuant to Sub Chapter S of the Internal Revenue Code, Sec 1362, and it was further

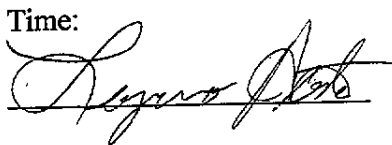
RESOLVED, that the signing of these minutes by the Directors shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

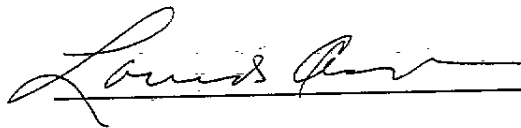
There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Place: 3419 St. John Street, Tampa, Fl. 33607

Date: JANUARY 23, 1999

Time:

  
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

That On Line Signs Incorporated, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Article of Incorporation at City of Tampa, Hillsborough County, State of Florida has named: John Montana County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:   
Resident Agent - ~~Laureles~~ ACOSTA  
2214 E GORDON ST  
TAMPA, FL. 33605  
813-248-5419