

P 99000049801

MELANIE FERLAND  
7 Fenwick Place  
Boynton Beach, Florida 33426

May 20, 1999

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300002888783--1  
-05/27/99--01082--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs:

Enclosed please find the Corporation Documents for BOYNTON  
TILE, INC.

I am also enclosing a check in the amount of \$78.75 to cover  
all costs of this registration.

Please send a certified copy of these documents to me at the  
above address.

Thank you.

Yours truly,

*Melanie Ferland*

Melanie Ferland

Enclosures - 8 & check

FILED  
99 MAY 27 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6/3/99  
*[Signature]*

ARTICLES OF INCORPORATION

OF

BOYNTON TILE, INC.

I, the undersigned, hereby form, organize and incorporate under the laws of the State of Florida, by and under the provisions of the Statutes of the States of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit, the above corporation.

ARTICLE I.

The name of this corporation shall be BOYNTON TILE, INC.

ARTICLE II.

This corporation may engage in activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III.

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is ONE HUNDRED SHARES, having a ONE (\$1.00) dollar par value.

ARTICLE IV.

The corporation is to have perpetual existence.

FILED  
99 MAY 27 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V.

This corporation shall have one (1) Director, initially. The number of Directors may be increased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VI.

This corporation, and any or all of the stockholders of this corporation, may from time to time enter into such agreements as deem expedient relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the By-Laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE VII.

The names and address of the first Director, who, subject to the provisions of the Articles of Incorporation, the By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's business and existence, or

until their successors are elected and have qualified are:

NAME-INCORPORATOR:	PRINCIPAL CORPORATE OFFICE ADDRESS:
MELANIE FERLAND	7 FENWICK PLACE
	BOYNTON BEACH, FLORIDA 33426

#### ARTICLE VIII.

The private property of the stockholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatever.

#### ARTICLE IX.

Every director and officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to his duties, including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged to be liable for gross negligence or malfeasance in the matter out of which the liability arises. In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual firm, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation is interest in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction, is authorized or confirmed, and provided, however, that any such Directors of this corporation

who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

#### ARTICLE X.

In furtherance, and not in limitation to the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

- a. To make, alter, amend and repeal the By-Laws of the corporation, subject to the power of the holders of stock having voting power to alter, amend, or repeal the By-Laws made by the Board of Directors.
- b. To determine and fix the value of any property to be acquired by the corporation and to issue and to pay in exchange therefor, stock of the corporation; and the judgment of the directors in determining such value shall be conclusive.
- c. To set apart out of any funds of the corporation available for dividends, reserve or reserves for working capital or for any other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.

d. To determine from time to time whether and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the corporation, or any of the books, shall be open for inspection by the stockholders and no stockholder shall have any right to inspect any account or book or document of the corporation except as conferred by the laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders.

e. The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

#### ARTICLE XI.

If the By-Laws so provide, the stockholders and the Board of Directors of the corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to those granted by this Certificate of Incorporation, and in addition to the power and authority expressly conferred upon them by the laws of the State of Florida.

Election of directors need not be by ballot unless the By-Laws so provide.

Directors shall be entitled to reasonable fees for their attendance at meetings of the Board of Directors.

#### ARTICLE XII.

In case the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more association of which one or more of its directors are stockholders, directors, or officers, such contracts or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which are or might be adverse to the interest of this company, provided that such contracts or transactions are usual course of business as may be provided for in the By-Laws of the corporation.

#### ARTICLE XIII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or thereafter prescribed by law, and all rights and powers conferred therein upon stockholders, directors and

officers are subject to this reserved power. That said BOYNTON  
TILE, INC. desiring to organize under the laws of the State of Florida  
hereby designates:

MELANIE FERLAND  
7 FENWICK PLACE  
BOYNTON BEACH, FLORIDA 33426

as its Registered Agent, and as its Registered Agent to accept service  
of process within the State.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of  
forming a corporation, pursuant to the laws of the State of Florida,  
do make, subscribe, and acknowledge this Certificate, and I have  
hereunto duly executed the foregoing Articles of Incorporation to be  
filed in the Office of the Secretary of the State of Florida for the  
purpose therein set forth.

Melanie Ferland.

Melanie Ferland - Incorporator



STATE OF FLORIDA

COUNTY OF *Palm Beach*

PERSONALLY APPEARED BEFORE ME, the undersigned authority, MELANIE FERLAND known to me to be the person making, subscribing, and acknowledging the foregoing Certificate and Articles of Incorporation to be his fact and deed for the uses and purposes therein set forth and expressed.

SWORN AND SUBSCRIBED TO before me this *24*  
day of MAY, 1999.

*Christina Scagliola*

Notary Public, State of Florida



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated registered agent to accept service of process for the above named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity, and states that it is familiar with, and accepts, the obligations provided in Section 48.091 and 607.325, Florida Statutes.

*Melanie Ferland*

Melanie Ferland

FILED  
99 MAY 27 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA