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CORAL GABLES, FLORIDA 33134-4304

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JEFFREY P. MANNERS, P.A.
*ALSO ADMITTED IN TEXAS

JOSEPH R. MANNERS
OF COUNSEL

August 22, 1999

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002971464--5
-08/26/99--01087--010
****245.00 *****78.75

RE: Incorporation of TILEMAX, Inc.

and

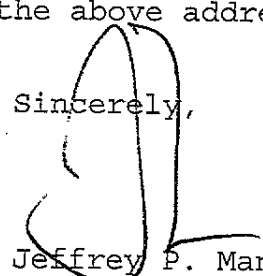
Incorporation of TILE UNIVERSE, Inc.

Dear Gentlemen:

Enclosed please find the above referenced articles of incorporation (an original and copy) and firm check in the amount of \$245.00.

If any additional information is needed, please call me at (305) 569-9980 or contact me at the above address.

Sincerely,


Jeffrey P. Manners

JPM/mmm
Encs

FILED
99 AUG 26 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FL 32399

ARTICLES OF INCORPORATION
OF
TILEMAX, Inc.

FILED
99 AUG 26 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is "TILEMAX, Inc."

ARTICLE II

The address of the principal office is 3300 NW 79 Avenue, Miami, Florida 33132. The mailing address of the corporation is 3300 NW 79th Street, Miami, Florida 33132.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time 100 shares of common stock.

ARTICLE IV

The address of the registered agent is 3300 NW 79th Street, Miami, Florida 33132. The registered agent is Juan Roca.

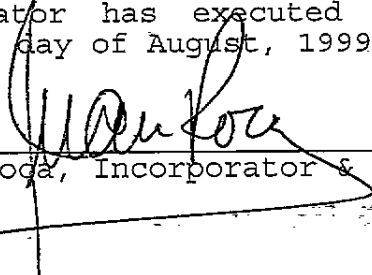
ARTICLE V

The name of the incorporator is Juan Roca, whose address is 3300 NW 79th Street, Miami, Florida 33132.

ARTICLE VI

The name and address of the person constituting the initial board of director(s) is Juan Roca, 3300 NW 79th Avenue, Miami, Florida 33132.

The undersigned incorporator has executed these Articles of Incorporation on this 23rd day of August, 1999.



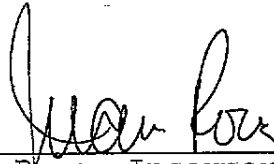
Juan Roca, Incorporator & Board of Director

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND OFFICE

FILED
99 AUG 26 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the name and office of the registered agent in the state of Florida.

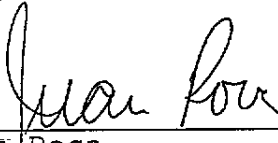
1. The name of the corporation is TILEMAX, Inc.
2. The name and address of the registered agent is Juan Roca. The office of the registered agent is 3300 NW 79 Avenue, Miami, Florida 33132.



Juan Roca, Incorporator and
Registered Agent

Dated: _____

HAVING BEEN NAMED AS REGISTERED AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.



Juan Roca

Dated: Aug 23, 1999