

**P9000006463**

JUL 30 9 11 AM EMPIRE CORPORATE KIT

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EASTER GAINED UTREET  
TALLAHASSEE, FL 32309  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33138-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-9094  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: ROYAL IMPORT & EXPORT CORPORATION  
FAX AUDIT NUMBER: H90000010507  
DATE REQUESTED: 07/30/1998  
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TIME REQUESTED: 10:53:21  
CERTIFICATE OF STATUS: 1  
METHOD OF DELIVERY: FAX  
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R SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM Connect: 00:08:51

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96 JUL 31 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Rayle*

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96 JUL 30 PM 12:03  
DIVISION OF CORPORATIONS

*22551-2671*  
*460827*



FLORIDA DEPARTMENT OF STATE  
Handra B. Mortham  
Secretary of State

July 30, 1996

EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER STREET  
SUITE 200  
MIAMI, FL 33135

SUBJECT: ROYAL IMPORT & EXPORT CORPORATION  
REF: H96000015906

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Dana Calloway  
Document Specialist

FAX Avl. #: H96000010507  
Letter Number: 496A00026534

# Certificate of Incorporation of

**ROYAL TRADING PARTNERS CORPORATION**

FILED  
JUL 31 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this certificate set forth:

## ARTICLE I. NAME

The name of the corporation shall be **ROYAL TRADING PARTNERS CORPORATION**

The corporation will be doing business as **ROYAL TRADING PARTNERS CORPORATION**

## ARTICLE II. PRINCIPLE OFFICE

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

The physical address of the corporation is: **ROYAL TRADING PARTNERS CORPORATION  
3530 MISTIC POINT DRIVE STE 2910  
AVENTURA, FLORIDA 33180  
C/O DANIEL AMSILI**

The mailing address of the corporation is: **ROYAL TRADING PARTNERS CORPORATION  
3530 MISTIC POINT DRIVE STE 2910  
AVENTURA, FLORIDA 33180  
C/O DANIEL AMSILI**

## ARTICLE III. PERPETUITY

This corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

PREPARED BY ALAN A. RAZLA, 22 BOXWOOD RD., HOLLYWOOD FL 33021

(954) 452-4000

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**ARTICLE IV PURPOSE**

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- A. To engage in the business of importing and exporting goods & services for wholesale and retail sale, invest in various ventures, and to conduct any and all other lawfully authorized business associated with this name.
- B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.
- C. to borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and / or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage pledge or otherwise dispose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.
- E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, and District of Columbia and in foreign countries.
- F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

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**ARTICLE V CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 ( two hundred shares ) of Common Stock which shall have One Dollar (\$1.00) par value.

**ARTICLE VI LIQUIDATION**

In the event of any voluntary or involuntary liquidation, dissolution, of winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

**ARTICLE VII VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VIII PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IX INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

DANIEL AMSILI  
3530 MISTIC POINT DR. No. 2910  
AVENTURA, FL 33180

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**ARTICLE X DIRECTORS**

This Corporation shall have three Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and the address of the initial Directors of this Corporation is:

DANIEL AMSILI  
3530 MISTIC POINT DR. No. 2910  
AVENTURA, FL 33180

JOSE IGNACIO MATA LLANA  
BOGOTA, COLOMBIA

ALFONSO VALLEJO  
BOGOTA, COLOMBIA

**ARTICLE XI SHARES.**

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

<b>DANIEL AMSILI</b> 3530 MISTIC POINT DR. No. 2910 AVENTURA, FL 33180 100 shares	<b>JOSE IGNACIO MATALLANA</b> BOGOTA, CLOMBIA 50 shares	<b>ALFONSO VALLEJO</b> BOGOTA, CLOMBIA 50 shares
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the proceeds of which amount to ( \$200.00 ) two hundred dollars or one dollar par value per common share.

**ARTICLE XII AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Certificate of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII OFFICERS**

The names and street addresses of the officers of this corporation are:

<b>DANIEL AMSILI</b> 3530 MISTIC POINT DR. No. 2910 AVENTURA, FL 33180 Title: President & CEO	<b>JOSE IGNACIO MATALLANA</b> BOGOTA, CLOMBIA Title: VP & Treasurer	<b>ALFONSO VALLEJO</b> BOGOTA, CLOMBIA Title: VP & Secretary
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**ARTICLE XIV DIRECTOR'S POWERS**

The directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the corporation available for the purpose a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

- A. The Corporation shall have a first lien on the shares of its members' stock and upon all dividends due them, for any indebtedness by such members of the corporation.
- B. The private property of the stockholders shall not be subject to the payment of the corporate debt to any extent whatever.
- C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

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- D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.
- E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.
- F. The Corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals at  
 Miami Florida on this 29TH day of July, 1996.



(NOTARY SEAL)

*Daniel Ansili*  
 DANIEL ANSILI  
 President, CEO

Sworn to and subscribed before me this  
 \_\_\_\_\_ day of \_\_\_\_\_

X  
 \_\_\_\_\_  
 NOTARY PUBLIC

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

FILED  
96 JUL 31 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision 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 registered office / registered agent, in the state of Florida.

1. The name of the corporation is: ROYAL TRADING PARTNERS CORPORATION

2. The name and address of the registered agent and office is:

DANIEL AMSELI

3530 MISTIC POINT DR. No. 2910

AVENTURA, FL 33180

SIGNATURE

(X) AM

TITLE

Registered Agent Only

DATE

02-Aug-96

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 HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH 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.

SIGNATURE

(X) AM  
Registered Agent

DATE

02-Aug-96

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P96000004163

Mr. Kettle  
Requestor's Name  
22 Boxwood Rd  
Address  
Hollywood, FL 33021  
City/State/Zip Phone #

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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97 JUN 23 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W97-13465

Examiner's Initials 6-25-97  
(VJ)



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

June 9, 1997

**AN RAYLE**  
22 BOXWOOD RD.  
HOLLYWOOD, FL 33021

**SUBJECT: ROYAL TRADING PARTNERS CORPORATION**  
Ref. Number: P96000064163

We have received your document for ROYAL TRADING PARTNERS CORPORATION and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

**TITLES AND ADDRESSES MUST BE LISTED FOR THE OFFICERS.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Vickie Whitfield  
Corporate Specialist

Letter Number: 797A00030982

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 23 PM 2:49

FILED

Royal Trading Partners Corporation

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST: Amendment(s) adopted:**

- Article I Amended: Corporation  
Effective 5/1/97 "Royal Trading Partners", will change its name to "International Marble E' Granite Inc.,"
- Article X Amended:  
Effective 5/1/97 name of directors are: Daniel Amalli and Josef Sadoun
- Article XIII Amended: Effective 5/1/97 name of officers are: Daniel Amalli, President & Secretary,  
3530 Mistlo Pt. Dr, Aventura, FL 33180; Josef Sadoun, VP & Treas, 1270 95th st., Bay Harbor, FL 33154
- Article XI Deleted:

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 5/1/97

**FOURTH:** Adoption of Amendment(s) (check one)

- The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

*{The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).}*

The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
(voting group)

(continued)

Signed this 20<sup>th</sup> day of MAY, 19 97.

Signature   
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DANIEL Amsili

Typed or printed name

PRESIDENT

Title