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Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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LIMITED LIABILITY COMPANY

coast-to-coast marble & granite llc

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

7/17/02 1:50 PM



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 17, 2002

EMPIRE

SUBJECT: COAST-TO-COAST MARBLE & GRANITE LLC  
REF: W02000020721

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Remove the term "organizer" and replace it with "member" or "authorized representative".

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Michelle Hodges  
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**ARTICLES OF ORGANIZATION  
OF  
COAST-TO-COAST MARBLE & GRANITE LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

**Article I  
Name**

The name of the limited liability company is **Coast-to-Coast Marble & Granite LLC.**

**Article II  
Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**Article III  
Units of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units that the Company is authorized to have outstanding is 1,000 units, all of which shall be identical units.

**Section B. Restrictions on Disposition of Units.** No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law of such unit or units provided that in such case a transferee shall be bound by the provisions contained in this Section in the same manner as an original Member.

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Article IV  
Registered Agent and Office

The address of the initial Registered Office of the Company is 444 Brickell Avenue, Suite 300, Miami, Florida 33131, of its initial Registered Agent at such address is John P. Corrigan.

Article V  
Principal Office

The mailing address and street address of the principal office of the Company is 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

Article VI  
Organizer

The name and address of the organizer is:

John P. Corrigan  
444 Brickell Avenue, Suite 300  
Miami, Florida 33131

Article VII  
Purpose and Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized the Florida Limited Company Act.

Article VIII  
Management

The Company is to be managed by managers; other officers such as President, Vice-President(s), Secretary and Treasurer may also be appointed.

Article IX  
Indemnification

The Company shall indemnify any Member and/or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Officer is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all

expenses (including reasonable attorneys' fee), judgment, decrees, fines, penalties and amounts paid in settlement which were actually and reasonably incurred by such Member and/or Officer in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Officer in the event of (i) a breach of such Member and/or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Officer derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgment, penalties, fines and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Officer shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Officer is proper in the circumstances because such Member and/or Officer had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action suit or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

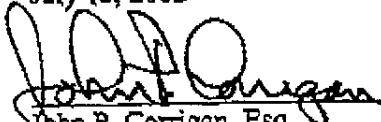
#### Article X

#### Amendment of Articles of Organization.

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Dated:

July 15, 2002

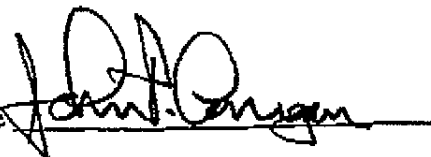
  
John P. Corrigan, Esq.  
MEMBER

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## ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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.

SIGNATURE



DATE:

July 15, 2002

## FILED BY:

John P. Corrigan, Esq.  
444 Brickell Avenue, Suite 300  
Miami, Florida 33131  
FBN: 0015303  
Tel. 305-357-5796

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