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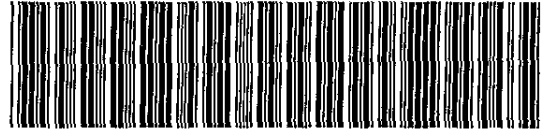
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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50 North Laura Street
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June 29, 2004

BY FEDERAL EXPRESS

Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: Marble & Stone International, LLC


Dear Sir or Madam:

Enclosed are an original and one copy of the Certificate of Conversion, along with Articles of Organization to convert Marble & Stone International, LLC, a GA limited liability company, to FL. Also enclosed is our Firm check in the amount of \$150.00 for your filing fees.

Please provide us with evidence of filing by return mail at your earliest convenience.

If you have any questions or need additional information, please do not hesitate to contact us.

Very truly yours,



Corinne P. McClure
Corporate Paralegal

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TALLAHASSEE, FLORIDA
S. SECRETARY OF STATE

Enclosures

cc: Halcyon E. Skinner, Esq.

\\jac\3294\CORPORATE\SKINNER\Marble & Stone\Letter to FL SOS enclosing documents for filing.DOC

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

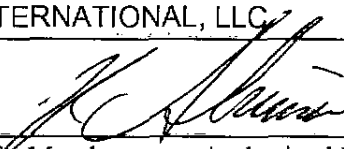
FIRST: The name of the unincorporated business immediately prior to filing this document was:
MARBLE & STONE INTERNATIONAL, LLC

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: MARCH 31, 2000
- B. Jurisdiction: GEORGIA
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

MARBLE & STONE INTERNATIONAL, LLC


Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Halcyon E. Skinner, Pres. of Rax Co., Authoriz Rep.

Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
MARBLE & STONE INTERNATIONAL, LLC**

ARTICLE I - NAME

The name of the Limited Liability Company is:

MARBLE & STONE INTERNATIONAL, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

433 Pablo Avenue
Jacksonville Beach, FL 32250

ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

The name and the Florida street address of the registered agent are:

RAX CO.
50 North Laura Street, Suite 3300
Jacksonville, FL 32202

RAX CO., a Florida corporation

By: 

Halcyon E. Skinner, President

Authorized Representative of Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MARBLE & STONE INTERNATIONAL, LLC**

Pursuant to Chapter 608, Florida Limited Liability Company Act, RAX CO., located at 50 North Laura Street, Suite 3300, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon MARBLE & STONE INTERNATIONAL, LLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 29 day of June, 2004.

RAX CO., a Florida corporation
Registered Agent

By: 
Halcyon E. Skinner, President

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TALLAHASSEE, FLORIDA