

L65240

MESA, RODRIGUEZ & MACHADO, P.A.

ATTORNEYS AND COUNSELORS

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AGUSTIN de GOYTISOLO
SENIOR COUNSEL

September 18, 1998

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 OCT 12 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: COTO'S MARBLE & GRANITE, INC.
Articles of Amendment and Restatement
Document No. 1165240
Our File 1660.01

Dear Sir/Madam:

For filing amongst your records, enclosed are two original counterparts of the Articles of Amendment and Restatement of subject Florida corporation for profit, appreciating that you return to us a filed copy to our office.

Also enclosed is a check in the amount of \$127.50 covering the following fees and expenses:

Amendment fee	\$35.00
Restatement fee	35.00
Certified copy	<u>52.50</u>
Total fees and costs	<u>\$127.50</u>

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-09/28/98--01003--010
***127.50 ***127.50

Please note that, following the enclosed document, the director(s), officers and registered agent of this Corporation as of July 31, 1998. Do not hesitate to contact me, should you have any questions.

Sincerely yours,


Agustin de Goytisolo
Senior Counsel

AdeG:bi
Enc.(3)
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AM/Rist/WC
DRG
10/13



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 1, 1998

AGUSTIN DE GOYTISOLO, SENIOR COUNSEL
MESA, RODRIGUEZ & MACHADA P.A.
1000 BRICKELL AVE., SUITE 660
MIAMI, FL 33131-3014

SUBJECT: COTO'S MARBLE AND GRANITE, INC.
Ref. Number: L65240

We have received your document for COTO'S MARBLE AND GRANITE, INC. and your check(s) totaling \$127.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 098A00049088

MESA, RODRIGUEZ & MACHADO, P.A.
ATTORNEYS AND COUNSELORS

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AGUSTIN DE GOYTISOLO
SENIOR COUNSEL

October 6, 1998

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: COTO'S MARBLE AND GRANITE, INC.
Articles of Amendment and Restatement
Document No. L65240. Your letter No. 098A00049088
Our File 1660.01

Dear Sir/Madam:

As requested in your October 1, 1998, for filing amongst the records of your office, enclosed are two original counterparts of the Articles of Amendment and Restatement of subject Florida corporation in which its corporate name is expressed first as originally filed (using the word "and"), such word being replaced by its "ampersand" once the enclosed documents are filed. This is to appreciate, also, that you return to us a filed copy to our office.

We note that you hold the check in the amount of \$127.50 which accompanied our said letter covering the following fees and expenses.

Please note that, following the enclosed document, the director(s), officers and registered agent of this Corporation as of July 31, 1998.

Do not hesitate to contact me, should you have any questions.

Sincerely yours,


Agustin de Goytisolo
Senior Counsel

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RECEIVED
OCT 12 AM 8:30
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION AND
RESTATEMENT OF ARTICLES OF INCORPORATION AS
COTO'S MARBLE AND GRANITE, INC.**

FILED
98 OCT 12 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The undersigned, **HIGINIO DIAZ, JR. and AGUSTIN DE GOYTISOLO**, respectively the current president and one of the assistant secretaries of **COTO'S MARBLE & GRANITE, INC.**, a Florida corporation (the "Corporation"), the certificate of incorporation of which was filed with the Florida Department of State (the "Department") on April 13, 1990, by these presents execute, acknowledge and file with such Department the following Articles of Amendment of the Corporation and Restatement of its Articles of Incorporation (the "Articles"), which have been approved by the unanimous consent of the shareholders and directors of this Corporation July 31, 1998 for the purpose of continuing to operate this Florida corporation under the Florida Business Corporation Act (the "Act"), to wit:

RESOLVED, to amend and restate in toto the Articles of the Corporation, initially filed with the Florida Department of State (the "Department") on April 13, 1990, which Corporation shall hereinafter be governed under the current Florida Business Corporation Act (the "Act") by the following restated articles of incorporation (the "Articles"), to wit:

ARTICLE I - Name

The name of the Corporation is **COTO'S MARBLE & GRANITE, INC.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be located at 2520 NW 112th Avenue, Miami FL 33176.

ARTICLE III - Term of Existence

The Corporation commenced its corporate existence upon the filing of a Certificate of Incorporation with the Florida Department of State on April 13, 1990 being assigned charter number L65240, has had, and shall continue to have, perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV - Authorized Shares

The Corporation is authorized to issue one million (1,000,000) shares of common stock having a par value of one cents of United States dollars (\$0.01) each, entitled to one (1) vote per share.

ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors.

The Corporation shall have one (1) director, provided, however, that the number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The current director is the person indicated below, who shall hold office until his successor has been elected and qualified, to wit:

Name of Directors:

Address:

Higinio Díaz, Jr.

2520 NW 112 Avenue
Miami FL 33176

ARTICLE VI - Indemnification

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, the directors, officers or other persons (the "persons") exercising their powers and duties on behalf of the Corporation, including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a

party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, in State, Federal or other courts, or administrative dependencies, of any governmental body of the United States or other countries, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders; but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - Incorporators

The subscriber to the original Certificate of Incorporation of this Corporation was Mr. Manuel Pereira, who no longer has any interest in the capital thereof and has resigned as a director and president of the Corporation; and these Amended and Restated Articles of Incorporation shall be acknowledged, executed and filed by the current president and the secretary, or any of the assistant secretaries, of the Corporation.

ARTICLE IX - Registered Office and Agent


The street address of the registered office of the Corporation is 2520 NW 112 Avenue Miami FL 33176 and the name of the registered agent of the Corporation at that address is Higinio Díaz, Jr., who being familiar with the duties and responsibilities as registered agent of the Corporation, by these presents accepts his designation as such registered agent of the Corporation executes these presents.

2. The foregoing amendment and restatement of the Articles, and all other facts or statements herein, are in full force and effect, have not been modified, restricted or amended; and attached hereto is a secretarial certificate regarding current directors and officers of the Corporation.

IN WITNESS WHEREOF, the undersigned have caused these

presents to be acknowledged, signed and sealed in the City of Miami, Dade County, Florida, on September 18, 1998.


AGUSTIN DE GOYTISOLO
Secretary


HIGINIO DIAZ, JR.
President


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is **COTO'S MARBLE & GRANITE, INC.**, formerly known of record as COTO'S MARBLE AND GRANITE, INC.

SECOND: The address of the Corporation is 2520 NW 112th Avenue, Miami FL 33176

Corporate Officer Signature:
Title of Officer:

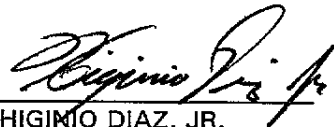

AGUSTIN DE GOYTISOLO
Assistant Secretary
September 18, 1998

Date of Execution:

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, WHICH IS NOT AN ATTORNEY, ACCOUNTANT OR FAMILY RELATION WITH THE CORPORATION, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Date of Execution:


HIGINIO DIAZ, JR.
September 18, 1998

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Certificate of Corporate Resolutions

The undersigned, acting as the Secretary of **COTO'S MARBLE & GRANITE, INC.**, a Florida corporation (the "Corporation"), does hereby

C E R T I F Y:

1. The Corporation was duly incorporated and is validly existing according to the laws of the State of Florida governed by Articles of Incorporation filed with the Florida Department of State on April 13, 1990, which is assigned to it number I65240.

2. The Corporation by written unanimous action adopted its shareholders and directors as of July 31, 1998, adopted amongst other the following resolutions:

RESOLVED, to elect as the sole director of the Corporation the following person, to hold office until his successor is designated and takes office:

Name of Directors:

Address:

Higinio Díaz, Jr.

2520 NW 112 Avenue
Miami FL 33176

RESOLVED, to appoint the following persons as officers of the Corporation, to hold office until their respective successors are designated and hold office:

Office:

Name of Officers:

Chairman & Treasurer
President & Secretary
Assistant Secretary
Assistant Secretary

Higinio Díaz, Sr.
Higinio Díaz, Jr.
Marina B. Díaz
Agustín de Goytisolo.

3. The foregoing corporate action, as well as all other facts or statements herein, are in full force and effect, and have not been modified, restricted or amended.

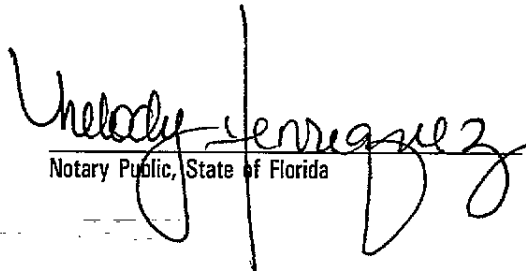
IN WITNESS WHEREOF, the undersigned has caused these presents to be acknowledged, signed and sealed in the City of Miami, Dade County, Florida, this 8th day of September 18, 1998.


Agustín de Goytisolo
Assistant Secretary

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Agustín de Goytisolo, known to me and known by me to be the person who executed the foregoing Certificate of Corporate Resolutions in his capacity aforesaid, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of September, 1998, at Miami, Dade County, Florida.



Notary Public, State of Florida

Printed Name: _____

Commission No: _____

My Commission Expires: _____

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Melody Henriquez
My Commission CC643101
Expires April 28, 2001