



P01000046893

ACCOUNT NO. : 072100000032  
REFERENCE : 145658 169624A  
AUTHORIZATION : Patricia Pizito  
COST LIMIT : \$ 78.75

01 MAY 10 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : May 10, 2001  
ORDER TIME : 9:42 AM  
ORDER NO. : 145658-005  
CUSTOMER NO: 169624A

CUSTOMER: Ms. Debra Watts  
Buckingham Doolittle &  
Burroughs  
Suite 201  
5551 Ridgewood Drive  
Naples, FL 34108

200004192972--8

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2001 MAY 10 AM 10:4

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EFFICIENCY OF FILING

DOMESTIC FILING

NAME: SURFACE RESOURCE II, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

PS 5/10/01

ARTICLES OF INCORPORATION  
OF  
SURFACE RESOURCE II, INC.

FILED  
01 MAY 10 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**  
**CORPORATE NAME**

The name of this Corporation is Surface Resource II, Inc.

**ARTICLE II.**  
**CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares of stock having a par value of ONE DOLLAR (\$1.00). Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III.**  
**INCORPORATOR**

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
W. Bryan Seward	4720 Radio Road Naples, Florida 34104

**ARTICLE IV.**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4720 Radio Road, Naples, Florida 34104, and the name of the initial registered agent of this Corporation at that address is W. Bryan Seward.

**ARTICLE V.**  
**PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 4720 Radio Road, Naples, Florida 34104.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The name of the initial Director of this Corporation is W. Bryan Seward.

**ARTICLE VII**  
**BUSINESS PURPOSE**

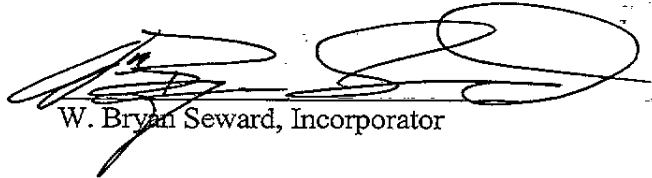
The purpose and function of this Corporation shall be to engage in the business of marketing and distributing marble, tile and related products and also to engage in all other lawful business enterprises.

**ARTICLE VIII**  
**DURATION**

The duration of this Corporation shall be perpetual.

The undersigned Incorporator has executed these Articles of Incorporation on May 7,

2001.

  
W. Bryan Seward, Incorporator

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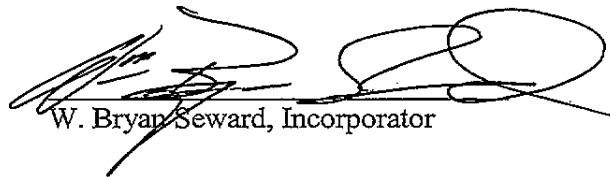
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091 AND SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

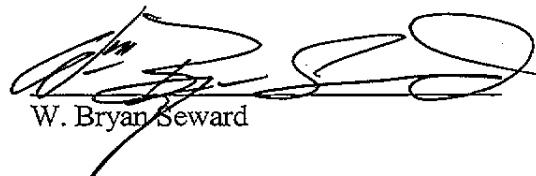
That Surface Resource II, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business located at 4720 Radio Road, Naples, Florida 34104, has named W. Bryan Seward, located at 4720 Radio Road, Naples, Florida 34104, as its registered agent to accept service of process within the State of Florida.

Dated: May 7, 2001

  
W. Bryan Seward, Incorporator

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, W. Bryan Seward hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Dated: May 7, 2001

  
W. Bryan Seward