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**BASIC AMENDMENT**

**PAN AMERICAN STONE, INC.**

Certificate of Status	0
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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PAN AMERICAN STONE, INC.

Pursuant to Section 607.1007, Florida Statutes, the Board of Directors and Shareholders of PAN AMERICAN STONE, INC., a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), having executed a Written Consent in Lieu of Special Meeting of the Board of Directors and Shareholders pursuant to Sections 607.0704 and 607.0821, Florida Statutes, do hereby adopt the following Amended and Restated Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is: PAN AMERICAN STONE, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporations Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 common shares at \$1.00 par value.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

Prepared By:  
JOSEPH M. LANDOLFI, JR., ESQ.  
FLORIDA BAR NO. 0122203  
2600 N. Military Trail, Fourth Floor  
Boca Raton, FL 33431  
(561) 241-1600

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*Amended and Restated Articles of Incorporation*

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#### ARTICLE IV

The street address and the principal office of the Corporation shall be 9350 NW South River Drive, Miami, FL 33166.

The name of the Corporation's registered agent is Rutherford Mulhall, P.A., 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

#### ARTICLE V

The number of Directors constituting the Board of Directors of this Corporation is Two (2). The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and street addresses of the Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
JESUS C. NAZARIO	9350 NW South River Drive Miami, FL 33166
JORGE A. GARCIA	9350 NW South River Drive Miami, FL 33166

The Directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

#### ARTICLE VI

At the time of Incorporation, the Incorporator's name and address was Otoniel Rodriguez, 9350 NW South River Drive, Miami, FL 33166.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Amended Articles notwithstanding, if the Shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

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#### ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Bylaws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of Directors of this Corporation, unless otherwise provided in the Bylaws.

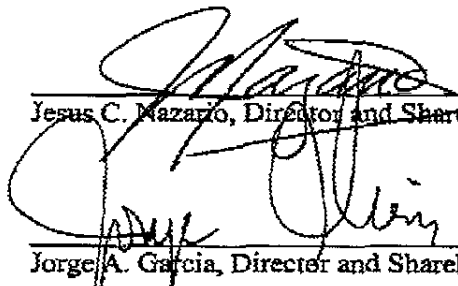
#### ARTICLE X

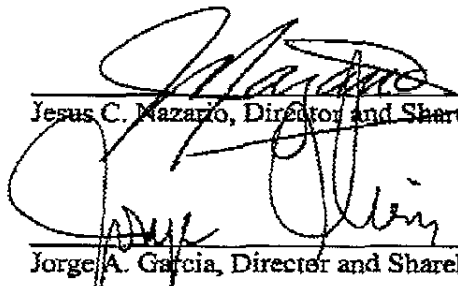
Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of a conference telephone as provided by law.

#### ARTICLE XI

The Corporation, its Shareholders, or any combination of the Corporation and its Shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 13 day of November, 2003.

  
Jesus C. Nazario, Director and Shareholder

  
Jorge A. Garcia, Director and Shareholder

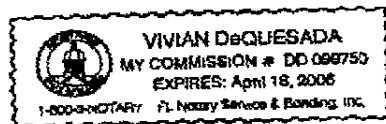
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*Amended and Restated Articles*

Fax Audit Number: H030003177643STATE OF FLORIDA )  
 ) SS.  
COUNTY OF Dade )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared JORGE A. GARCIA to me known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation of PAN AMERICAN STONE, INC., and he acknowledged before me that he subscribed to these Amended and Restated Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 13 day of November, 2003.

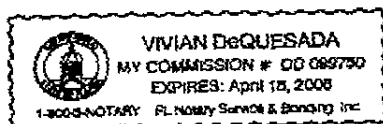


[Signature]  
Notary Public

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF Dade )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared JESUS C. NAZARIO to me known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation of PAN AMERICAN STONE, INC., and he acknowledged before me that he subscribed to these Amended and Restated Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 13 day of November, 2003.



[Signature]  
Notary Public

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That PAN AMERICAN STONE, INC., organized under the laws of the State of Florida, with its principal place of business at 9350 NW South River Drive, Miami, FL 33166 has named Rutherford Mulhall, P.A., located at 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431, as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
JOSEPH M. LANDOLFI, JR., Esquire  
On behalf of  
Rutherford Mulhall, P.A., as Registered Agent

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*Certificate Designating Place of Business*

Fax Audit Number: H030003177643

**CERTIFICATE OF THE SECRETARY  
OF  
THE BOARD OF DIRECTORS  
OF  
PAN AMERICAN STONE, INC.**

I, JORGE A. GARCIA, the Secretary of the Board of Directors of PAN AMERICAN STONE, INC., a corporation organized and existing under the laws of the State of Florida ("Corporation"),

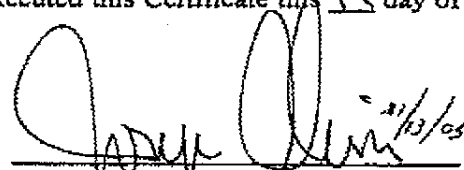
**DO HEREBY CERTIFY THAT:**

1. The attached is a true and correct copy of the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PAN AMERICAN STONE, INC., filed this day with the Florida Department of State; and

2. The attached AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PAN AMERICAN STONE, INC., have not been altered or rescinded and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 13 day of November, 2003.

(SEAL)

  
\_\_\_\_\_  
JORGE A. GARCIA, Secretary

Fax Audit Number: H030003177643

*Certificate of the Secretary*