

P020000087870

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

FILED
02 AUG 13 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

400007077334--2
-08/13/02--01049--019
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EMPIRE MARBLE DESIGN CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

RECEIVED
02 AUG 13 AM 11:14
DIVISION OF CORPORATION

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

D. WHITE AUG 14 2002

Examiner's Initials

9

**ARTICLES OF INCORPORATION
OF
EMPIRE MARBLE DESIGN CORP.**

FILED
02 AUG 13 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are of legal age, do hereby associated ourselves for the purpose of becoming a corporation under the laws of the State of Florida, Authorizing the formation of corporation.

ARTICLE I

The name of this corporation shall be :

EMPIRE MARBLE DESIGN CORP .

ARTICLE II

GENERAL NATURE BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural might or could do and, in addition thereto, engage in any activity or business permitted under the laws of the State of Florida, for example:

- (a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever, to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person form or corporation.
- (b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, sell, assign, transfer, invest in, trade real and personal property of every kind description.
- (c) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bond, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect for any such shares of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any

part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

(d) To acquire, hold undertake and fully exploit the good will, property rights, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

(e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

(f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights trademarks, and any license or other rights or interest therein and thereunder.

(g) To conduct business and operations and to have one or more officers and hold, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.

(h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account upon realize as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences or indebtedness, leases, options, certificates of interest, participation certificates, voting trusts certificates, evidencing shares of interest in commons share trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms associations and corporations, to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

(i) To engage in and carry on any advertising business in connection with property to any nature, owned, leased or otherwise acquired by this corporation, as principal or agent with power to let contracts for any such advertising, and to make and

carry out contracts of every kind and nature that may be conducive to the accomplishments of any purpose of the corporation.

(j) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be 100 value common stock. This stock shall have full voting rights, preemptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: These stocks may not be transferred on the books of the corporation without first giving the right of purchaser for ten (10) days prior thereto to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

All of said stock shall be payable in cash, equipment, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred (\$500.00) dollars.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at :

175 9 St. N.W.
Naples, Florida 34120

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders, however, this corporation shall have no less than one (1) Director at any time.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chose, shall be:

NAME

ADDRESS

GABRIEL ALBORNOZ

— 175 9 ST. N.W.
NAPLES, FLORIDA 34120

CARLOS SAIZ

— 10761 S.W. 61 TERRACE
MIAMI, FLORIDA 33186

ARTICLE IX

The names and post office addresses of the subscribers executing these Articles of Incorporation are as follows :

<u>NAME</u>	<u>ADDRESS</u>
GABRIEL ALBORNOZ	— 175 9 ST. N.W. NAPLES, FLORIDA 34120
CARLOS SAIZ	— 10761 S.W. 61 TERRACE MIAMI, FLORIDA 33186

ARTICLE X

PRIORITY AMENDMENTS AND CHANGES

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now of hereafter prescribed by statute or set out in the corporate By-Laws so long as same does not conflict with the Florida statutes.

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extend whatsoever. The corporation shall have a first lien on the shares or its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI

POWERS AND DUTIES

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all Directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall in lieu of the original incorporation, assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignments.

ARTICLE XII

The names and office addresses of the officers of the above corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
GABRIEL ALBORNOZ	175 9 ST. N.W. NAPLES, FLORIDA 34120	PRESIDENT
CARLOS SAIZ	10761 S.W. 61 TERRACE MIAMI, FLORIDA 33186	VICE- PRESIDENT & SECRETARY

ARTICLE XIII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and registered office in the State of Florida shall be :

<u>NAME</u>	<u>ADDRESS</u>
CARLOS SAIZ	10761 S.W. 61 TERRACE MIAMI, FLORIDA 33173


GABRIEL ALBORNOZ Seal


CARLOS SAIZ

ENRIQUE GARCIA
MY COMMISSION # CC 970025
EXPIRES: September 24, 2004
Bonded Thru Notary Public Underwriters

7

FILED
02 AUG 13 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OR BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM IT MAY BE SERVED.

IN COMPLIANCE WITH SECTION 49.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

CORP.
FIRST THAT **EMPIRE MARBLE DESIGN** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF NAPLES, STATE OF FLORIDA, HAS NAMED.

AS ITS AGENT TO ACCEPT SERVICE BY PROCESS WITHIN FLORIDA.

SIGNATURE :

CARLOS SAIZ

TITLE :

CarloS Saiz
VICE-PRESIDENT

DATE :

8-12-02

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 AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE :

DATE :

8-12-02