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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

11-21-03  
11-21-03

Dale M. Collins Marble & Tile, Inc.  
1309 Laurel Avenue; Venice, FL 34292

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

Subject: Corporation Documents

Enclosed are an original and one copy of the articles of incorporation and a check for:

\$ 96.50 Filing Fee, Certified Copy & Certificate of Status

From: Dale M. Collins Marble & Tile, Inc.  
Dale M. Collins  
1309 Laurel Avenue; Venice, FL 34292

## ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the state of Florida, adopt the following articles of incorporation:

**FIRST,** The name of the corporation is: Dale M. Collins Marble & Tile, Inc.

**SECOND,** This Corporation will exist perpetually.

**THIRD,** This corporation is organized for the following purposes: to create, publish, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer to otherwise dispose of, and to invest in, trade in, deal in and with publications, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description for the purpose of transacting any and all legal business: provided however, that this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**FOURTH,** The aggregate number of authorized shares is: 1,000

**FIFTH,** The corporation will not commence business until at least \$ 500.00 dollars have been received by it as consideration of the issuance of shares.

**SIXTH,** Cumulative voting of shares of stock is authorized.

**SEVENTH,** Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are: acceptable

**EIGHTH,** Provisions for regulating the internal affairs of the corporation are: By Presidential Authority

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**NINTH**, The address of the initial registered office of the corporation is: 1309 Laurel Avenue; Venice, FL 34292

and the name of its initial registered agent at such address is: Rose Belinda Collins

**TENTH**, Address of the principal place of business is: 1309 Laurel Avenue; Venice, FL 34292. The Corporation may change its principle address from time to time as permitted by law.

**ELEVENTH**, The number of directors constituting the initial board of directors of the corporation is One (1). The number of Directors may be either increased or decreased from time to time, but in accordance with the corporate By-Laws, shall never be less than one. The names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name: Dale M. Collins	Address: 1309 Laurel Avenue; Venice, FL 34292
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**TWELFTH**, The name and address of the person signing these Articles as incorporator is:  
Sheryl Corgan, P.O. Box 606; Nokomis, FL 34274-0606

Date: November 12, 2003

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Ross Collins  
Signature of Registered Agent

11-12-03  
Date

Ray M. Calhoun  
Signature of Incorporator

11-12-03  
Date

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DIVISION OF CORPORATIONS  
03 NOV 17 AM 11:00

**AFFIDAVIT VERIFYING NUMBER OF SHARES  
AFFIDAVIT OF SECRETARY OF**

Dale M. Collins Marble & Tile, Inc.

State of Florida

County of Sarasota

Dale M. Collins being duly sworn, deposes and says:

1. That I am the Secretary of Dale M. Collins Marble & Tile, Inc. , a Corporation duly created, organized, and existing under and by virtue of the laws of the State of Florida.
2. That I am the custodian of the stock book of the said Dale M. Collins Marble & Tile, Inc..
3. That the total number of shares of the capital stock of the said Corporation issued and outstanding on November 12, 2003 , is 1,000 , shares, and that the persons whose signatures are affixed to the foregoing consent constitutes the holders of more than a majority of the said capital stock so issued and outstanding.

  
Secretary

State of Florida

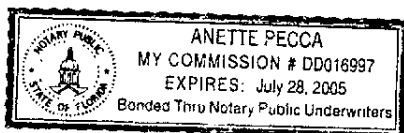
County of Sarasota

On November 12, 2003 before me, Dale Collins FIDC, personally appeared Dale M. Collins personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose names(s) is/are subscribed to the within instrument and acknowledge to me that he/she/they executes the same in his/her/their authorized capacity(ies), and that be his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: 

My commission expires:



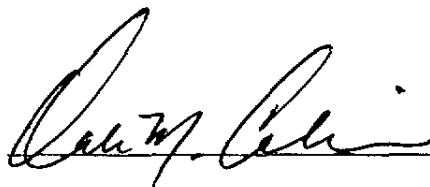
Affiant \_\_\_\_\_ Known \_\_\_\_\_ Produced ID \_\_\_\_\_  
Type of ID FIDC

(Seal)

### **WAIVER OF NOTICE OF DIRECTORS' MEETING**

The undersigned, constituting the entire membership of the Board of Directors of Dale M. Collins Marble & Tile, Inc., hereby waive notice of the meeting of the Board of Directors of the Corporation and consent to the holding of the meeting at 4:00pm , on November 12, 2003 , at the 1233 Gulf Coast Blvd.; Venice, FL 34292 . Futhermore, we agree that any lawful business may be transacted at the meeting.

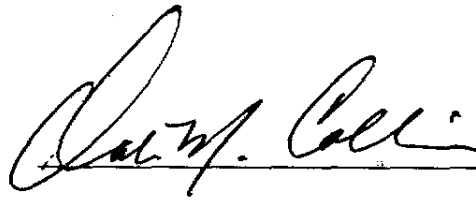
Dated: November 12, 2003

  
\_\_\_\_\_  
President

**WRITTEN UNANIMOUS CONSENT IN LIEU OF A MEETING**

The undersigned, being the holders of all of the outstanding shares of Dale M. Collins  
Marble & Tile, Inc. Corporation entitled to vote at a meeting of shareholders, do hereby  
consent to the following resolution adopted by the Board of Directors of Dale M. Collins  
Marble & Tile, Inc. Corporation taken on November 12, 2003 :

Dated: November 12, 2003

  
\_\_\_\_\_  
President



**RESOLUTION:**

**OBTAIN "S" CORPORATION STATUS**

WHEREAS, there would be certain tax and financial benefits to the shareholders of the Corporation upon an election to have the Corporation qualify as an "S" Corporation pursuant to Section 1362 of the Internal Revenue Code; be it

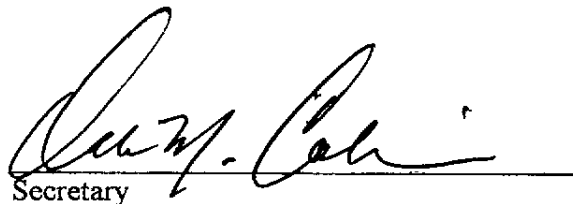
RESOLVED, to qualify the Corporation as an "S" Corporation pursuant to Section 1362 of the Internal Revenue Code.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of Dale M. Collins Marble & Tile, Inc., a corporation duly formed pursuant to the laws of the State of Florida, and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board Of Directors and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on November 12, 2003 , and that said resolution is not in full force and effect without modification of rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal on the above-named Corporation this November 12, 2003 .

A TRUE RECORD.

ATTEST

  
Secretary

**RESOLUTION:**

**OPEN BANK/CHECKING ACCOUNT**

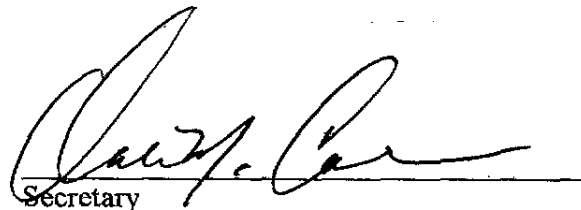
Whereas, the Board of Directors has determined it to be in the best interest of the Corporation to establish a banking resolution with Liberty Savings bank; be it RESOLVED, that the Corporation execute and deliver to said bank a duly signed original of the completed banking resolution as is annexed thereto, and that the authority to transact business – including by not limited to the maintenance of savings, checking and other accounts as well as borrowing by the Corporation – shall be as contained in said resolution with the named officers therein authorized to so act on behalf of the Corporation as specified herein.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and the seal of Dale M. Collins Marble & Tile, Inc., and that the foregoing is a true record of a resolution duly adopted at a meeting of the Dale M. Collins Marble & Tile, Inc. and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on November 12, 2003 , and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this November 12, 2003 .

A TRUE RECORD.

ATTEST.

  
Secretary

## **MINUTES, FIRST MEETING OF DIRECTORS**

**Dale M. Collins Marble & Tile, Inc.**

The first meeting of the Board of Directors of Dale M. Collins Marble & Tile, Inc. Corporation was held at 1233 Gulf Coast Blvd.; Venice, FL 34292 , in the City of Venice, State of Florida, on the 12<sup>th</sup> day of November, Year, at 4:00pm .

There were present: Dale M. Collins , and being all of the directors of Dale M. Collins Marble & Tile, Inc. Corporation.

Upon motion, duly made, seconded and carried, Dale M. Collins acted as temporary chairman, and Dale M. Collins acted as temporary secretary of the meeting.

The Secretary put forth and read a waiver of notice of the meeting, signed by all directors.

The minutes of the meeting of incorporators and subscribers to the capital stock were read and approved.

Upon motion duly made, seconded and carried, it was  
RESOLVED, that the acts of the incorporators of Dale M. Collins Marble & Tile, Inc. Corporation, Dale M. Collins, jointly and severally, for and on behalf of the Corporation, are hereby approved, ratified and adopted as acts of the Corporation, in the same manner as if each and every such act has been done pursuant to the specific authorization of the Corporation.

Upon motion duly made, seconded and carried, it was  
RESOLVED, that all action taken by the incorporators, stockholders and subscribers to capital stock of the Corporation at the organization meeting held at 1233 Gulf Coast Blvd.; Venice, FL 34292 , in the City of Venice, State of Florida, on the 12<sup>th</sup> day of

2003, Year, at 4:00pm , be and the same are hereby ratification by this Board of Directors is necessary or proper.

Upon motion duly made, seconded and carried, it was  
RESOLVED, that the Treasurer is hereby authorized to pay or reimburse all fees and expenses incident to and necessary for the organization of the Corporation, and to procure and pay for the proper corporate books.

Upon motion duly made, seconded and carried, it was  
RESOLVED, that the Bylaws for the regulation and management of the affairs of the Corporation, which were read and approved and adopted articles by article be filed with the minutes of this meeting and authenticated as the corporate Bylaws by the signature of the Secretary of this meeting.

Upon motion duly made, seconded and carried, it was  
RESOLVED, that an election be held to choose a Chairman of the Board of Directors, a President, an Executive Vice President, A Vice President, Secretary and Treasurer, to serve for a person of one year and thereafter until their respective successors shall be elected and qualify.

The following persons were nominated officers of the Corporation

Name: Dale M. Collins	President
Name: Dale M. Collins	Treasurer
Name: Dale M. Collins	Secretary

The Chairman announced that the aforementioned persons had been elected to the office set opposite their respective named.

Each of the officers so elected thereupon accepted the office to which elected as aforestated.

Dale M. Collins moved to consider the salaries of the officers of the Corporation of the year commencing 2003. The motion was duly seconded and carried. The chairman announced that the officers whose salary was being considered would not participate in the vote, and that the salary of each officer would be considered separately.

Dale M. Collins, President, having left the meeting, it was on motion duly made, seconded and carried:

That the salary of Dale M. Collins as President of Dale M. Collins Marble & Tile, Inc. Corporation, beginning January 1<sup>st</sup>, 2004 and ending December 31<sup>st</sup>, 2004 be fixed at \$ 1,000.00 per year, payable in One (1) of \$ 1,000.00 on the 2<sup>nd</sup> day of each year.

The salary of Dale M. Collins as Secretary of Dale M. Collins Marble & Tile, Inc. Corporation, having been duly voted upon, Dale M. Collins was recalled to the meeting.

That the salary of Dale M. Collins as Secretary of Dale M. Collins Marble & Tile, Inc. Corporation, beginning January 1<sup>st</sup>, 2004 and ending December 31<sup>st</sup>, 2004 be fixed at \$ 1,000.00 per year, payable in One (1) of \$ 1,000.00 on the 2<sup>nd</sup> day of each and every year.

The salary of Dale M. Collins as Treasurer of Dale M. Collins Marble & Tile, Inc. Corporation, having been duly voted upon, Dale M. Collins was recalled to the meeting.

On motions duly made and seconded it was

RESOLVED,

1. That the seal, an impression whereof is hereto attached, be adopted as the corporate seal of this corporation.

2. A form of stock certificate was presented and adopted.
3. That the stock book and transfer book presented to the Board at this meeting are hereby adopted as the stock book and transfer book of the Corporation.
4. That the Corporation shall act as its own transfer agent and
5. That the President shall have the power when necessary to employ one or more transfer clerks, or to assign the duties of a transfer clerk to one or more officers or employees of the Corporation, Furthermore, to discharge the transfer clerk to clerks, or to revoke the duties of transfer clerk granted to any officer or employee.
6. That the board of Directors is hereby authorized and directed to issue and sell, at a consideration fixed by the Board, however, at no less than the par value of the stock, the entire unsubscribed and unissued authorized capital stock of this Corporation., amounting to 1,000 shares of Common Stock with a par value of \$ 1.00 Dollar(s) per share; and
7. That the President and Secretary are directed to take all necessary action to comply with the Securities Laws of the United States and the State of Florida before issuing or selling any of said stock.
8. That the Board of Directors is hereby authorized and directed to issue the remainder of the unissued authorized capital stock of this Corporation, from time to time as may be desirable in its discretion, upon payment therefore of a good and fair consideration fixed by the Board.

WHEREAS, Dale M. Collins has offered to purchase all the unsubscribed and unissued shares of common stock of Dale M. Collins Marble & Tile, Inc. Corporation for the price of \$ 1.00 per share, payable in cash,

AND WHEREAS, the Board of Directors of this Corporation deems such a desirable:

That the Board of Directors is hereby authorized to accept the offer of Dale M. Collins and to issue to said officer 1,000 shares of common stock, and the certificate evidencing the same upon full payment of the agreed price.

9. That the principal office of the Corporation in Dale M. Collins Marble & Tile, Inc. be established and maintained at 1233 Gulf Coast Blvd.; Venice, FL 34292 , in the City of Venice.
10. That the fiscal year of the Corporation begins on the 1st day of January in each year.
11. That the Liberty Savings Bank located at 1697 Tamiami Trail; Venice, FL 34293, (hereinafter "Bank") is hereby designated as a depository of this Corporation and that the officers and agents of this Corporation and hereby authorized to deposit any and all of the funds of this Corporation in said Bank either at its head office or at any of its branches.
12. That any funds of this Corporation deposited in said Bank be subject to withdrawal or charge at any time and from time to time upon checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments of orders for the payment of money when made, signed, drawn, accepted or endorsed on behalf of this Corporation by any two of the following officers: President, Vice-President, Secretary-Treasurer.
13. That the Bank is hereby authorized to pay any such instrument or make any such charge and also to receive the same from the payee or any other holder without inquiry as to the payee or any other holder without disposition of the proceeds

even if drawn to the individual order of any signing person, or payable to said Bank or others for his account, or tendered in payment of his individual obligation, and whether drawn against an account in the name of this Corporation or in the name of any officer or agent of this Corporation as such.

14. That any two of the following: the President, Vice President, Secretary-Treasurer are hereby authorized on behalf of this Corporation:

A. To borrow money and to obtain credit for the Corporation from the Bank on any terms and to make and deliver notes, drafts, acceptances, instruments of guaranty, agreements and any other obligations of this Corporation therefore in from satisfactory to the Bank.

B. To pledge or assign and deliver, as security for money borrowed or credit obtained, stocks, bonds, bills receivable, accounts, mortgages, merchandise, bills-of-lading, warehouse receipts, insurance policies, certificates, and any other property held by or belonging to the Corporation with full authority to endorse, assign, or guarantee the same in the name of the Corporation.

C. To Discount any bills receivable or any paper held by the Corporation with full authority to endorse the same in the name of the Corporation.

D. To withdraw from the Bank and give receipts for or to authorize the Bank to deliver to bearer or to one or more designated persons, all or any documents and securities or other property held by it, whether held as collateral security or for safekeeping or for any other purpose.

E. To authorize the Bank to purchase or sell for account of the Corporation stocks, bonds, and other securities, and



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F. To execute and deliver all instruments required by the Bank in connection with any of the foregoing matters and affix thereto the seal of this Corporation.

15. That the Secretary or any other officer of this Corporation is hereby authorized to certify to the Bank the names of the present officers of this Corporation and other persons authorized to sign for it and the officers respectively held by them, together with specimens of their signatures, and in case of any change of any holder of any such office or holders of any such offices, the fact of such change and the names of any new officers and the offices respectively held by them, together with specimens of their signatures; and the Bank is hereby authorized to honor any instrument signed by any new officer or officers in respect of whom it has received any such certificate or certificates with the same force and effect as if said officer or said officers were named in the foregoing resolution in the place of any person or persons with the same title or titles.

16. That the Bank be promptly notified in writing by the Secretary or any officer of this Corporation of any change in these resolutions, such notice to be given to each office of the Bank in which any account of this Corporation may be kept, and that until it has actually received such notice in writing it is authorized to act in pursuance of these resolutions, and that until it has actually so received such notice it shall be indemnified and saved harmless from any loss suffered or liability incurred by it in continuing to act in pursuance of these resolutions, notwithstanding, that these resolutions may have been changed.

17. That, beginning with the present meeting, the fees of non-salaried members of the Board of Directors be fixed at \$ 1,000.00 per meeting.

Upon motion duly made, seconded and carried, it was further

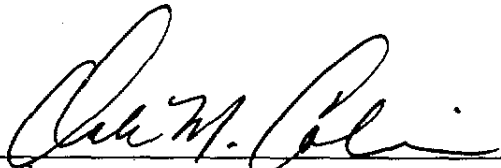
RESOLVED,

18. That Dale M. Collins be engaged to make the annual audit of the books of this Corporation for the year ending December 31, 2004, and that R. C. Unger be paid the sum of \$ 750.00 Dollars for such services. And that the proper officers of this Corporation are hereby authorized and directed to execute a written retainer for said services of R. C. Unger. There being no further business, a motion was duly made, seconded and carried that the meeting be adjourned.

A TRUE RECORD

ATTEST

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

No. 0010

Shares 100 of 1000



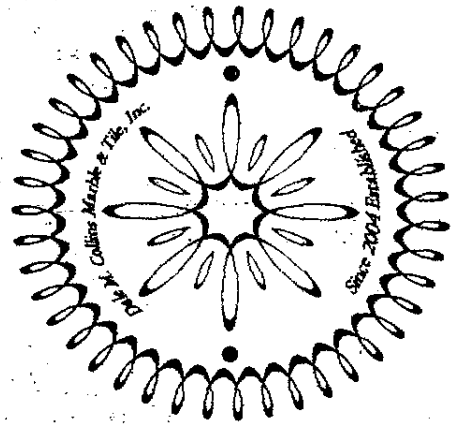
# Dale M. Collins Marble & Tile, Inc.

Incorporated Under The Laws Of The State Of Florida

This Corporation is authorized to issue 1,000 Common Shares - Par Value \$ 1.00 each

This certifies that Dale M. Collins is the registered holder of 100 Shares of the Capital Stock transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

**SPECIMEN**



In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal is to be hereunto affixed this 12th day of November, A.D. 2003

Authorized Signature