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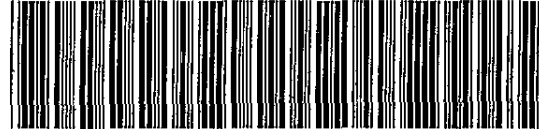
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
QUALITY STONE CORPORATION**

04 JAN 26 PM 4:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **Quality Stone Corporation**. The principal place of business and address is 13960 NW 22 AVE, OPA LOCKA, FL 33054.

ARTICLE II - PURPOSES

The general nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock of One Dollars (\$1.00) par value.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - DURATION

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **1688 West Avenue, Apt. #205, Miami Beach, Florida 33139** and the name of the initial registered agent of the corporation at that address is **Carlos Espinoza**.

ARTICLE VIII - DIRECTORS

The initial number of directors of this corporation shall be one (3). The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (3).

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Carlos Espinoza, President	1688 West Avenue, Apt. #205 Miami Beach, Florida 33139
Aida Luz Espinoza, Vice President	1688 West Avenue, Apt. 205 Miami Beach, Florida 33139
Raquel Torres, Treasurer	1688 West Avenue, Apt. 205 Miami Beach, Florida 33139

ARTICLE IX - OFFICERS

The initial number of officers of this corporation are as follows: The initial officer(s) is (are) as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Carlos Espinoza	President	1688 West Avenue, Apt. 205 Miami Beach, Florida 33139
Aida Luz Espinoza	Vice President	1688 West Avenue, Apt. 205 Miami Beach, Florida 33139
Raquel Torres	Treasurer	1688 West Avenue, Apt. 205 Miami Beach, Florida 33139

ARTICLE X - SUBSCRIBERS

The names and addresses of the subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Carlos Espinosa, President	1688 West Avenue, Apt. #205 Miami Beach, Florida 33139
Aida Luz Espinosa, Vice President	1688 West Avenue, Apt. 205 Miami Beach, Florida 33139
Raquel Torres, Treasurer	1688 West Avenue, Apt. 205 Miami Beach, Florida 33139

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the By-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the state of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated: January 20, 2004.

[Signature]
CARLOS ESPINOZA, PRESIDENT

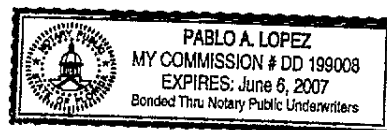
STATE OF FLORIDA:
COUNTY OF MIAMI-DADE:

BEFORE ME, the undersigned authority, personally appeared Carlos Espinoza to me well known to be the person described in and who executed the foregoing Certificate of Incorporation and who acknowledged before me that she made and subscribed the same for purposes therein mentioned and set forth.

WITNESS my hand and official seal at said County and State this 20 day of January, 2004.

[Signature]
Notary Public
State of Florida at Large

My commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

THAT QUALITY STONE CORPORATION DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 13980 NW 22 AVE, DALLA, FL 33054, HAS NAMED CARLOS ESPINOZA LOCATED AT 1688 West Avenue, Apt. #205, Miami Beach, Florida 33139 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: _____

CARLOS ESPINOZA, PRESIDENT

Dated: January 20, 2004

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: _____

CARLOS ESPINOZA, PRESIDENT
TITLE: REGISTERED AGENT

Dated: January 20, 2004

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TALLAHASSEE, FLORIDA