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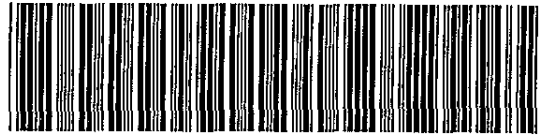
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**ROGELIO SERRANO**  
**715 Del Rio Way**  
**Kissimmee, FL 34758**

January 24, 2004

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Serrano Tile, Inc.

Our records show that on December 5, 2003 we submitted relevant papers to your office, together with our check in the sum of \$70.00 for incorporation of Serrano Tile, Inc. However on checking with your office earlier today, we were astonished to learn that the documents were misplaced, and could not be found.

In the circumstances, we hereby submit again said documents consisting of two signed copies of Articles of Incorporation and Designation of Registered Agent for incorporation of the said company, together with our check for \$70.00 being Filing fee and designation of Agent fee.

Trusting you find everything in order, may we anticipate your urgent attention.

Sincerely,

Rogelio Serrano

Please fill out payee for check enclosed

# ARTICLES OF INCORPORATION

of

## SERRANO TILE, INC.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned Agent(s) being natural person(s) competent to enter into contracts, do hereby form a corporation under the Florida Business Corporation Act, and for this purpose hereby adopt(s) the following Articles of Incorporation.*

### I. NAME AND EFFECTIVE DATE

The name of the corporation shall be: **SERRANO TILE, INC.** The corporation shall come into being upon official filing and approval of these Articles.

### II. PURPOSE OF CORPORATION

1. The nature of the business and the purpose for which the corporation is organized are as follows:
  - a) To engage in the business of tiling, marble work and wall coverings, and generally to develop, turn into account and trade and deal in tile installation, marble work and wall coverings of all kinds.
  - b) To engage in any and all lawful activities of business, and to do any and all acts incident thereto or which the Board of Directors in their deliberate judgement may deem necessary for the purpose of carrying out, or for the success of, any business permitted under the laws of the United States of America and/or the State of Florida.
  - c) To do any and all of these things as fully and completely as natural persons in any part of the world.
2. The purpose, objects and powers specified herein shall be construed as separate and independent purposes, objects and powers, and in no wise shall be limited or restricted by reference to, or inference from, the name of the business, or the information in any other paragraph(s), except where otherwise expressed in such paragraph(s).

### III. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation shall be: **715 Del Rio Way, Kissimmee, FL 34758**, or as otherwise designated from time to time by the Board of Directors.

#### ***IV. INITIAL REGISTERED AGENT***

The name and Florida street address of the initial Registered Agent are: ROGELIO SERRANO, of 715 Del Rio Way, Kissimmee, FL 34758.

#### ***V. CAPITALIZATION***

The corporation shall be a Small Business Corporation as defined under Section 1244 of the Internal Revenue Code, and the stock issued shall be in accordance with the following Plan.

1. The corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value, each, which shall be designated "Common Stock" or "Common Shares".
2. The period during which this offering will be open in the first instance shall be two (2) years from the date of incorporation.
3. No shares offered or issued under this Plan shall be issued in exchange for stocks or securities, or for services not delivered or rendered as at the date of issue.
4. All holders of shares of common stock shall be identical with each other, and each holder shall be entitled to have unlimited voting rights on all shares held, and be entitled to one vote for each share on all matters on which shareholders have the right to vote.
5. The Board of Directors of the corporation may from time to time authorize the issuance of shares of stock of any class, or securities convertible into shares of any class, authorized for such consideration as the Board of Directors may deem advisable, subject to such restrictions, if any, as may be set forth in the Bylaws of the corporation.
6. No holder of shares of stock of any class shall have preemptive right to subscribe to, or purchase any additional shares of any class, or any bonds or convertible securities, provided that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right the Board of Directors may deem advisable in consideration of such issuance.
7. The Board of Directors may, by restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.
8. All holders of shares of common stock, upon dissolution of the corporation, shall be entitled to receive the net assets of the corporation.

## ***VI. INITIAL BOARD OF DIRECTORS***

The initial Board of Directors shall comprise of ONE (1) member. The number of directors may be increased or decreased from time to time by the By-laws of the corporation, but shall never be less than one (1). The name and address of the initial director are: ROGELIO SERRANO, of 715 Del Rio Way, Kissimmee, FL 34758.

## ***VII. POWERS OF DIRECTORS AND STOCKHOLDERS***

The Directors and Stockholders of the corporation shall have the following powers:

1. The Directors shall have power to make, adopt, alter, amend or repeal the By-laws of the corporation; to fix the amount of working capital to be reserved, and to authorize and/or cause to be executed mortgages and liens without limit as to amount, upon the property and franchise of the corporation.
2. Pursuant to a vote of the holders of the majority of the capital stock issued and outstanding, and with consent in writing, the Directors shall have authority to dispose, in any manner, of the whole property of the corporation.
3. The By-laws shall determine whether and to what extent the books of accounts of the corporation, or any of them shall be open to inspection by Stockholders, and no stockholder shall have the right to inspect any book, document, paper or account of the corporation, except as otherwise provided by law, or the By-laws, or by resolution of the Stockholders.
4. The Stockholders and the Directors shall have the power to hold meetings and keep books, documents, papers and records of the corporation outside the State of Florida, at such places as may be designated from time to time by the By-laws or by resolution of the Stockholders or the Directors, except as otherwise required by the laws of the State of Florida.

## ***VIII. DIRECTORS' COMPENSATION AND QUALIFICATION***

The Shareholders shall have exclusive authority to fix the compensation of the Directors and set their qualification, if any.

## ***XI. INDEMNIFICATION***

The corporation shall indemnify each director or officer, or former directors or officers of the corporation to the full extent permitted by law; and directors and officers or former directors and officers shall not be liable to either the corporation or the Stockholders for monetary damages for breach of fiduciary duties, unless the breach involves any or all of the following:

1. A director's duty of loyalty to the corporation or its Stockholders.
2. Acts or omissions not in good faith or which involve intentional misconduct or

knowing violation of law.

3. Liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation.
4. Any transaction for which the director derived unlawful personal benefit.

**X. MEETINGS**

Notwithstanding anything else written in these Articles, the Directors shall have the right to participate in regular or special meetings of the Board of Directors by means of conference, telephone, telecommunication devices, or other means permitted by law.

**XI. INCORPORATOR(S)**

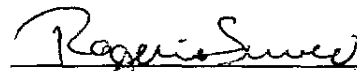
The name and address of the person signing these Articles of Incorporation are: ROGELIO SERRANO, of 715 Del Rio Way, Kissimmee, FL 34758.

**XII. AMENDMENT(S)**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment(s) to them, and any right(s) conferred upon the Shareholders is subject to this reservation.

*In witness whereof,*

I, ROGELIO SERRANO do hereby execute these Articles of Incorporation on behalf of SERRANO TILE, INC., this 24 day of January, 2004.

  
ROGELIO SERRANO

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS**

On behalf of

**SERRANO TILE, INC.**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is. **SERRANO TILE, INC.**
2. The name and address of the Registered Agent and office are as follows.

**NAME OF AGENT:** ROGELIO SERRANO

**OFFICE ADDRESS:** 715 Del Rio Way  
Kissimmee, FL 34758

CLERK OF STATE  
TALLAHASSEE, FLORIDA

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*Having being named as registered agent, and to accept service of process for the abovenamed Corporation at the place designated in this Certificate, I hereby accept appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Signature.

Rogelio Serrano  
ROGELIO SERRANO  
Registered Agent

1-24-04  
Date