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TRANSMITTAL LETTER January 14, 2004

Leon Law Office_{PA}

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

SUBJECT: Pro-Stone Inc.

Enclosed is the original and one (1) copy of the Articles of Incorporation; the Certificate of Designation and a check for \$78.75. Please send one Certificate of Status.

FROM: Lisa M. Leon

Leon Law Office, P.A.

5095 US 1 South

St. Augustine, FL 32086

Lisa Marcel Leon

5095 US 1 South St. Augustine, FL 32086

Phone 904 794-7190



The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I NAME

The name of the corporation shall be: PRO-STONE INC.

Article II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

71 Valencia Street

St. Augustine, FL 32084

Article III CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is:

Number Class Par value per share 100 Common No Par

The preferences, limitations, designation and relative rights of Common Stock are as follows:

- 1) Ratable participation in earnings by way of cumulative dividends when and if declared by the Board of Directors out of legally available funds;
- 2) Ratable voting rights of one vote per share; and
- 3) Ratable participation in net assets after satisfying creditors upon liquidation.

Article IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

Article V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Lisa M. Leon Leon Law Office, P.A. 5095 US 1 South St. Augustine, FL 32086

Article VI INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Patrick Duff 71 Valencia Street St. Augustine, FL 32084

Cassandra Nelson 71 Valencia Street St. Augustine, FL 32084

Article VII DIRECTORS

This corporation shall initially have two directors. The number of directors may be changed from time to time according to the provisions of corporate by-laws adopted by shareholders. The names and addresses of the initial directors are:

Patrick Duff 71 Valencia Street St. Augustine, FL 32084 Cassandra Nelson 71 Valencia Street

St. Augustine, FL 32084

Article VIII OFFICERS

This corporation shall have two officers, President and Secretary/Treasurer.

The undersigned have executed these Articles of Incorporation this 14th day of January, 2004.

Data of Duff

Cassandra Nelson

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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 Pro-Stone Inc.
- 2. The name and address of the registered agent and office is:

Lisa M. Leon Leon Law Office, P.A. 5095 US 1 South St. Augustine, FL 32086 01 CCB 13 PH 5: 34

Patrick Duff, President Cassandra Nelson, Secretary/Treasurer

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent simultaneously with this designation 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 a registered agent.

Lisa M. Leon

January 14, 2004