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# FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

February 27, 2004

**LAZARUS** 

SUBJECT: IBP CORPORATION Ref. Number: W04000008334

We have received your document for IBP CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

# Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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#### ARTICLES OF INCORPORATION OF:

RCA TILES & STONES CORP.
2913 NW 82 AVENUE
MIAMI, FL 33122

2004 MAR -2 P 12: 57

SECRETARY OF STATE
TALLAHASSEE. FLORIDA

The undersigned, for the purpose of forming a Corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

#### ARTICLE I

The name of the Corporation shall be:

RCA TILES & STONES CORP.

# ARTICLE II

This Corporation shall have the authority to engage in any activities of business permitted under the laws of the United States of America and/or the State of Florida.

# ARTICLE III

This corporation is authorized to issue 100 shares of common stock at \$1.00 par value. Each share of stock shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

# ARTICLE IV

This corporation is to exist perpetually unless otherwise dissolved according to law.

### ARTICLE V

The initial registered office of this corporation shall be: 2913 NW 82 AVENUE MIAMI, FL 33122 and the name of the initial registered agent at that address is CESAR CAJIGAS

#### ARTICLE VI

This corporation shall have three Directors initially; the number of directors may be increased or decreased from time to time by a vote of a majority but shall never be less than one. The name and address of the initial directors are:

CESAR CAJIGAS 8030 LOS PINOS CIRCLE CORAL GABLES, FL 33146 RICARDO A CAJIGAS 8030 LOS PINOS CIRCLE CORAL GABLES, FL 33146 ROBERT GONZALEZ 11565 SW 135 COURT MIAMI, FL 33186

#### ARTICLE VII

The name and address of the sole Incorporator is: CESAR CAJIGAS 8030 LOS PINOS CIRCLE, CORAL GABLES, FL 33146

# ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

# ARTICLE IX

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE X

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

## ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this  $25^{\text{TH}}$  day of February 2004.

CESAR CAJIGAS INCORPORATOR

## CERTIFICATE OF REGISTERED AGENT

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with section 48.091 and 607.034, Florida Statutes, the following is submitted:

RCA TILES & STONES CORP.

FIRST, that, desiring to qualify under the laws of the State of Florida, with its principal place of business at 2913 NW 82 AVENUE MIAMI, FL 33122 has named CESAR CAJIGAS as its agent to accept service of process within the State of Florida.

## ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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.

SIGNED:

CESAR CAJIGAS Registered Agent

DATED: February 25, 2004

SECRETARY OF STATE A