

Division of Corporations

Page 1 of 1  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JUN 13 PM 1:13

**Florida Department of State**  
Division of Corporations  
Public Access System

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H06000152066 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850)205-0381

**From:**

Account Name : WADE F. JOHNSON, JR., P.A.  
Account Number : I20000000157  
Phone : (407)895-9288  
Fax Number : (407)895-9289

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**C&P United Granite & Marble, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

From: Wade F. Johnson, Jr. 407-895-9289 To: Division of Corporations

Date: 6/13/2006 Time: 11:14:20 AM

Page 7 of 7

06/09/2006 11:26 FAX 407 857 8515

THE UPS STORE

From: Wade F. Johnson, Jr. 407-895-9289 To: Holly Pham (Kinko's)

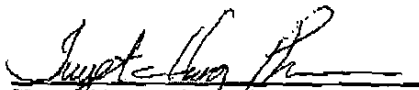
Date: 6/9/2006 Time: 11:12:18 AM

002

The undersigned, as the sole members of C&P United Granite & Marble, LLC, hereby declare that they will not revoke or rescind the Articles of Dissolution of C&P United Granite & Marble, LLC.

IN WITNESS WHEREOF, the undersigned, as the sole members of this company, have executed these document this 9 day of June, 2006.

C&P United Granite & Marble, LLC

  
Tuyet Hang Pham, Member

  
Vinh Duc Chung, Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

06 JUN 13 PM 1:13

H06000152066 3

## ARTICLES OF INCORPORATION OF

### C&P United Granite & Marble, Inc.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

#### ARTICLE I. NAME

The name of this Corporation shall be **C&P United Granite & Marble, Inc.**

#### ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence upon the 12th day of June, 2006, and shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE III. PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

#### ARTICLE IV. CAPITAL STOCK

##### A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
10,000	\$1.00	Voting, Common

H06000152066 3

H06000152066 3

10,000

\$1.00

Non-voting, Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

**B. Voting Rights.**

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

**ARTICLE V.  
MAILING ADDRESS**

The mailing address of this corporation shall be:

11208 Huxley Ave.  
Orlando, FL 32837

**ARTICLE VI.  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 2901 Curry Ford Rd., Suite 212, Orlando, FL 32806, and the initial registered agent of the Corporation at that address shall be Wade F. Johnson, Jr. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VII.  
INCORPORATOR, DIRECTORS & PRESIDENT**

The name and street address of the person signing these Articles as Incorporator are Wade F. Johnson, Jr., 2901 Curry Ford Rd., Suite 212, Orlando, FL 32806. The name and address of the initial directors and officers of the Corporation are Vinh Duc Chung (Dir. & Pres.) and Tuyet Hang Pham (Dir. & Sec./Treas.), both of 11208 Huxley Ave., Orlando, FL 32837.

**ARTICLE VIII.  
BYLAWS**

H06000152066 3

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

#### **ARTICLE IX. INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

#### **ARTICLE X. CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### **ARTICLE XI. LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

#### **ARTICLE XII. AMENDMENT**

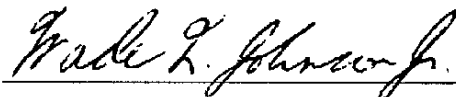
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

H06000152066 3

**ARTICLE XIII.  
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 12th day of June, 2006.

A handwritten signature in cursive script, reading "Wade F. Johnson, Jr.", is written over a horizontal line.

Wade F. Johnson, Jr.

H06000152066 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

---

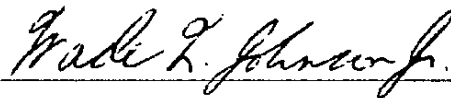
In compliance with Section 48.091, Florida Statutes, the following is submitted:

C&P United Granite & Marble, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 2901 Curry Ford Rd., Suite 212, Orlando, Florida 32806, has named and designated WADE F. JOHNSON, JR. as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 12th day of June, 2006.



Wade F. Johnson, Jr.  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JUN 13 PM 1:13

H06000152066 3