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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 OCT 26 AM 9:46

for 10/31/07

**COVER LETTER**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

07 OCT 26 AM 9:46

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

SUBJECT: PORTOFINO STONES, CORP.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: JOSEPH A. MURPHY, III ATTORNEY  
Name (Printed or typed)

48 SE OSCEOLA STREET  
Address

STUART, FL 34994  
City, State & Zip

(772) 223-8600  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**AFFIDAVIT PERMITTING IMMEDIATE USE OF CORPORATE NAME**

**STATE OF FLORIDA  
COUNTY OF MARTIN**

Before me, the undersigned authority, personally appeared **RAFAEL CHARRE** hereafter referred to as affiant who was sworn and states as follows:

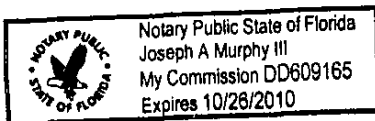
1. The affiant is the sole shareholder and sole director of PORTOFINO STONES, CORP., and an administratively dissolved Florida corporation with document number P06000080904.
2. That Portofino Stones, Corp. was administrate dissolved on September 14, 2007.
3. That RAFAEL CHARRE does hereby authorize the immediate use of the corporate name of PORTOFINO STONES, CORP. in accordance with FL Statute 607.1422(4) to the newly filed corporation PORTOFINO STONES, CORP. whose Board of Directors consist of CARMINE GUARINO AND RAFAEL CHARRE.

  
\_\_\_\_\_  
Rafael Charre, Director

Sworn to and subscribed before me on this 11 day of October 2007 by Rafael Charre who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



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07 OCT 26 AM 9:46

**ARTICLES OF INCORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**OF**

**07 OCT 26 AM 9:46**

**PORTOFINO STONES, CORP.**

The undersigned, acting as incorporator for the purposes of forming a corporate business under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE ONE**

The name of the corporation is: **PORTOFINO STONES, CORP.**

**ARTICLE TWO**

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's office is:

315 Egret Place  
Stuart, FL 34996

**ARTICLE THREE**

The name of the registered agent and their address is:

Rafael Charre  
315 Egret Place.  
Stuart, FL 34996

**ARTICLE FOUR**

The corporation is authorized to issue 500 shares of common stock at \$1.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

**ARTICLE FIVE**

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

**ARTICLE SIX**

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

#### **ARTICLE SEVEN**

The corporation is in the business of construction.

#### **ARTICLE EIGHT**

The corporation shall initially have one director which number may be increased from time to time by majority vote of the shareholders, but which may never be less than one and at a maximum of one director. The initial director shall be:

Rafael Charre  
315 Egret Place  
Stuart, FL 34996

#### **ARTICLE NINE**

The name and address of the individual who is the incorporator:

Rafael Charre  
315 Egret Place  
Stuart, FL 34996

#### **ARTICLE TEN**

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	Rafael Charre
Vice-President	Carmine Guarino
Secretary	Rafael Charre
Treasurer	Rafael Charre

#### **ARTICLE ELEVEN**

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefore is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Rafael Charre	315 Egret Place Stuart, FL 34996	60	\$60.00
Carmine Guarino	1168 SW Idol Ave Port St. Lucie, FL 34953	40	\$40.00

## ARTICLE TWELVE

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.


## ARTICLE THIRTEEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

## ARTICLE FOURTEEN

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of October, 2007.

  
\_\_\_\_\_  
RAFAEL CHARRE  
INCORPORATOR

## CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First that **RAFAEL CHARRE**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Stuart, County of Martin, State of Florida has named **RAFAEL CHARRE** being in the County of Martin, State of Florida, as its agent to accept service of process within this State.

## ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Rafael Charre  
**RAFAEL CHARRE**  
**Registered Agent**

Date: 10/11/07

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