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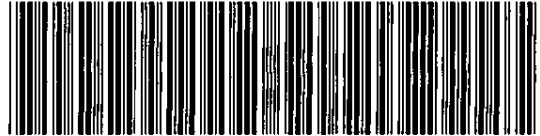
(Business Entity Name)

(Document Number)

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

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FILED  
09 FEB -3 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
2/4

**COVER LETTER**

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

January 8, 2009

**SUBJECT: BELLESA GRANITE AND MARBLE, INC.**  
*Proposed Corporate Name*

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

**\$87.50**  
**Filing Fee**  
**Certified Copy**  
**Certificate of Status**

**FROM:** Joy Fotheringham  
Turquoise Waters Accounting  
1422 Pine Thicket Drive  
Summerville, SC 29483  
843-291-8508

**ARTICLES OF INCORPORATION  
OF  
BELLESA GRANITE AND MARBLE, INC.**

**FILED**

**09 FEB -3 AM 10: 01**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In compliance with Chapter 607, and/or Chapter 621, F.S. (Profit), the undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE ONE  
CORPORATE NAME**

The name of the corporation shall be:

**BELLESA GRANITE AND MARBLE, INC.**

**ARTICLE TWO  
INITIAL PRINCIPAL OFFICE**

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

**1105 DONNELL DRIVE  
VOLUSIA COUNTY  
PORT ORANGE, FLORIDA 32129**

**ARTICLE THREE  
PURPOSE**

The purpose for which the corporation is organized is to engage in any lawful activity permitted by the laws of the State of Florida.

**ARTICLE FOUR  
SHARES**

The number of shares of stock, which the corporation shall have authority to issue, is 7,500 shares of common stock at a par value of \$100 per share.

## **ARTICLE FIVE DIRECTORS**

The name(s) and residence address(es) of the person(s) constituting the initial Board of Directors is:

**CARLOS ORTIZ  
1105 DONNELL DRIVE  
VOLUSIA COUNTY  
PORT ORANGE, FLORIDA 32129**

After the initial Board of Directors, the Board shall consist of such a number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be selected.

## **ARTICLE SIX LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (1) breaches of the duty of loyalty, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (4) a transaction for which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent.

## **ARTICLE SEVEN OTHER PROVISIONS**

**Preemptive Rights:** The Corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**Director or Officer Interest:** In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**Stock Transfer Restriction:** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale.

The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date of which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal: The Corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments: All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary and/or Treasurer. The President or Vice-President may execute all other instruments executed by the corporation, including a release of mortgage or lien. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

#### **ARTICLE EIGHT REGISTERED OFFICE AND AGENT**

The name and Florida street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

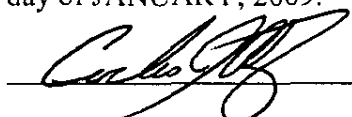
**CARLOS ORTIZ  
1105 DONNELL DRIVE  
VOLUSIA COUNTY  
PORT ORANGE, FLORIDA 32129**

#### **ARTICLE NINE INCORPORATOR(S)**

The name and street address of the incorporator(s) to these Articles of Incorporation is:

**CARLOS ORTIZ  
1105 DONNELL DRIVE  
VOLUSIA COUNTY  
PORT ORANGE, FLORIDA 32129**

The undersigned incorporator(s) has executed these Articles of Incorporation this 8TH day of JANUARY, 2009.

 \_\_\_\_\_, **CARLOS ORTIZ, INCORPORATOR**

**FILED**

09 FEB -3 AM 10:01

**CERTIFICATION OF DESIGNATION  
OF REGISTERED AGENT AND REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 and registered agent, in the State of Florida.


The name of the corporation is

**BELLESA GRANITE AND MARBLE, INC.**

The name and address of the registered agent and registered office is

**CARLOS ORTIZ  
1105 DONNELL DRIVE  
VOLUSIA COUNTY  
PORT ORANGE, FLORIDA 32129**

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 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.

  
\_\_\_\_\_, **CARLOS ORTIZ**  
**REGISTERED AGENT**

**JANUARY 8<sup>TH</sup>, 2009**