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12-30-94 Esther

Requestor's Name  
Salomon Lucki  
Address  
1996 S.W. 1st Street  
Miami, FL 33135  
City State Zip Phone  
643-5790

AVIATION ONLY

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95 JAN -3 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

R.C.M. REAL CARRARA MARBLE, Inc

RECEIVED  
95 JAN -3 AM 10:59  
DIVISION OF CORPORATION

EMPRE Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Disolution      | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call H Problem             |
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*Salomon Lucki*  
ATTORNEY AT LAW

January 3rd., 1995

Department of State  
Division of Corporations  
Tallahassee, Florida

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95 JAN -3 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: R.C.M. REAL CARRARA MARBLE, INC.

Gentlemen:

Attached hereto please find the following described items:

- 1.- Original and one copy of Articles of Incorporation.
- 2.- The Resident Agent Form.
- 3.- Our check in the amount of \$122.50.

Very truly yours,

*Salomon Lucki*  
Salomon Lucki, Esq.

SL/eyc.  
Encls.

**ARTICLES OF INCORPORATION**

**OF**

**R.C.M. REAL CARRARA MARBLE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

**ARTICLE I.-NAME**

The name under which this corporation will conduct its business and be known and recognized is:

R.C.M. REAL CARRARA MARBLE, INC.

**ARTICLE II. - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

### ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: 1000 shares no par value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

### ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

### ARTICLE V.- ADDRESS

The initial place of business address of this corporation in the State of Florida is: 16825 S.W. 82nd. Court  
Miami, Florida 33157

The registered office address for this corporation in the State of Florida will be: 16825 S.W. 82nd. Court  
Miami, Florida 33157

Its registered agent: ALFREDO V. VITI

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI. - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

#### ARTICLE VII. - DIRECTORS

This corporation shall have two Directors initially. The number of directors may be increased or decreased from time

to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interest in, or are 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 the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

**ARTICLES VIII. - INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

**Name**

**Address**

ALFREDO V. VITI

16825 S.W. 82nd. Court  
Miami, Florida 33157

GIORGIO VITI

16825 S.W. 82nd. Court  
Miami, Florida 33157

**ARTICLE IX. - SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation is:

**Name**

**Address**

ALFREDO V. VITI

16825 S.W. 82nd. Court  
Miami, Florida 33157



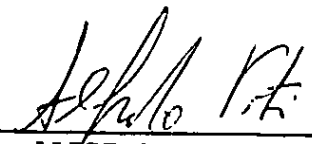
**ARTICLE X. - AMENDMENT**

These Articles of Incorporation may e amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 3rd. day of January, 1995.

  
\_\_\_\_\_(SEAL)  
ALFREDO V. VITI  
\_\_\_\_\_(SEAL)  
\_\_\_\_\_(SEAL)

STATE OF FLORIDA )  
: ss  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared

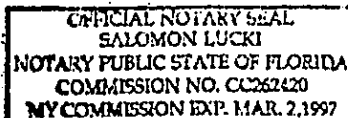
ALFREDO V. VITI

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS THEREOF, I set my hand and official seal in the County and State named above this 3rd. day of January 1995.

*Salomon Lucki*  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That R.C.M. REAL CARRARA MARBLE, INC.

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 Miami, County of Dade, State of Florida, has named ALFREDO V. VITI located at 16825 S.W. 82nd. Court, City of Miami County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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 Alfredo Viti

Resident Agent

ALFREDO V. VITI

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JUN-08-1995 17:07 FROM EMPIRE TO DIV CORP ELT FI P.01 5.47 PM  
6/08/95 FLORIDA DIVISION OF CORPORATIONS

(((H95000006424))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135- 00  
TALLAHASSEE, FL 32399  
FAX: (804) 922-4000 CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

(((H95000006424))) DOCUMENT TYPE: BASIC AMENDMENT  
NAME: R.C.M. REAL CARRARA MARBLE, INC.  
FAX AUDIT NUMBER: H95000006424 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 06/08/1995 TIME REQUESTED: 11:46:47  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
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TALLAHASSEE, FLORIDA

*Theresa authorized  
to correct date &  
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LFT*

21:5 JUN 6- 1995  
JUL 11 1995

TO : DIV CORP ELT FI P.02

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1995 JUN -9 PM 12:51

**ARTICLES OF AGREEMENT  
TO  
ARTICLES OF INCORPORATION** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I be and it hereby is amended to read as follows:**

" AMACO, INC. -"

The foregoing amendment was adopted and approved on May 24, 1995, by the unanimous consent of all shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 24th day of May, 1995.

**ALFONSO**  **PRESIDENT**  
**VINCENZO**  **SECRETARY**

STATE OF FLORIDA )  
COUNTY OF DADE ) ss

BEFORE ME, the undersigned authority, personally appeared ALFREDO V. VITI AND VINCENZO ARMENTIVO, President and Secretary of R.C.M. REAL CARRARA MARBLE, INC., who produced Florida Driver's License as proof of identification and who did take an oath, known to me to be the person who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein state.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 24th day of May, 1965.

[illegible]

NOTARY PUBLIC  
Print Name: WILLIAM E. BUCKLE  
State of Florida at Large

**My Commission Expires:**

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