

P95000003972

Mark J. Boychuk
Attorney at Law
1476 Ragley Hall Road
Atlanta, Georgia 30319
(404) 233-2727

December 22, 1994

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

000001381340
-01/17/95--01012--005
****122.50 ****122.50

Re: *GM Granite and Marble Imports, Inc.*

To Whom This May Concern:

Please find enclosed an original of the Articles of Incorporation for the above named corporation, the proper filing fees of \$122.50 and copy of the Fictitious Name advertisement in the Palm Beach Daily Business Review. The corporation shall be operated under its fictitious name and the states' fictitious name registration shall be filed shortly hereafter.

Upon filing of the Articles, please forward the copy of the same to the above address. Should there be any questions, please call at the above number.

Sincerely,

Mark J. Boychuk
Mark J. Boychuk

FILED
1995 JAN 13 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOB
1/17/95
P95-3972

ARTICLES OF INCORPORATION
OF

GM GRANITE AND MARBLE IMPORTS, INC.

FILED
1995 JAN 13 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, acting as incorporator of a corporation (the Corporation) under the provisions of the Florida General Corporation Act (the "Act") as defined in Chapter 607 et. al., adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is GM GRANITE AND MARBLE IMPORTS, INC.

ARTICLE II

The period of duration of the Corporation is perpetual, unless all shareholders agree in writing to end the business of the Corporation.

ARTICLE III

Section 3.01. Purposes. The purposes for which the Corporation is organized is for profit and as follows:

(a) The purposes of the Corporation is be a licensed distributor of various building products including but not limited to marble, granite and stone.

(b) The Corporation shall have all powers ancillary to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Act, by other law, or the Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall have and exercise the following powers:

(a) the Corporation shall have all powers as proscribed by the Act;

(b) the Corporation shall have the power to enter into any arrangements for the sharing of profits and losses, the association with domestic or foreign corporations and to enter into general or limited partnerships;

(c) the Corporation agrees to make any guarantees necessary regarding dividends, indebtedness, interest, contracts or other obligations created thereby in obtaining financing or leasing for its operation;

(d) each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

Section 3.03. Carrying out of the Purposes and Exercise of Powers in any Jurisdiction. The Corporation may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country; and it may limit the purpose or purposes to exercise in any application to do business in any state, territory, district or possession of the United States, or foreign country.

Section 3.04. Direction of Purposes and Exercise of Powers by Directors. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE IV

Authorized Shares

Section 4.01. Number. The aggregate number of shares that the Corporation shall have the authority to issue is

200 shares of Capital Stock with \$1.00 par value.

Section 4.02. Dividends.

(a) The holders of the Capital Stock shall be entitled to receive, when and as directed by the Board of Directors, solely out of unreserved and unrestricted earned surplus, or out of capital surplus. Dividends may be payable either in cash, property or in shares of Capital Stock.

(b) No Dividends shall be paid upon the Capital Stock in any medium under the following circumstances:

(i) Unrealized Appreciation. If the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from a revaluation of assets, or

(ii) Insolvency. If the Corporation is, or is thereby rendered, incapable of paying its debts as they become due in the usual course of its business.

Section 4.03. Voting. At each election for directors, every holder of the Capital Stock shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has the right to vote. No cumulative voting shall be provided for unless the Board of Directors approves such at a later date by unanimous vote.

ARTICLE V

The shares of the Corporation shall not be divided into classes.

ARTICLE VI

The Corporation is not authorized to issue shares in series, unless the Board of Directors vote to permit such at a later date.

ARTICLE VII

Preemptive Right

Section 7.01. Rights of Holders of Capital Stock. The registered holders of the shares of Capital Stock shall have only a preemptive right as set forth in this Article to purchase, at such respective equitable prices, terms and

conditions as shall be established by the Board of Directors, such shares of the Capital Stock of the Corporation or securities convertible into, or carrying options or warrants to purchase such shares of, Capital Stock as may be issued for money from time to time, after the issuance of the first 200 shares of Capital Stock that have previously been issued. Such preemptive right shall apply to all shares issued after the first 200 shares, whether the additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation. No shares shall be issued for money to directors, officers, or employees of the Corporation or to directors, officers or employees of any subsidiary corporation, as such, unless first offered to the holders of the Capital Stock in accordance with their preemptive right.

Section 7.02. Denial of Rights of Holders of Convertibles. The holders of securities convertible into, or carrying options or warrants to purchase shares of, Capital Stock shall have no preemptive right, as such holders, to acquire any shares or securities of any class that may at any time be issued by the Corporation.

ARTICLE VIII

Provision for Regulation of the Internal Affairs of the Corporation.

Section 8.01. Bylaws. The initial Bylaws should be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of Incorporation.

Section 8.02. Transactions in Which Directors have an Interest. Any contract or other transaction between the Corporation and one or more of its directors shall be permitted with the full disclosure to the Board and with their prior approval.

Section 8.03. Indemnification and Related Matters.

(a) Power to Indemnify. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he was a director, officer or employee, against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred

by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Right to Indemnification. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in clauses (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(c) Determination of Entitlement of Indemnification. Any indemnification under clauses (a) and (b) (unless court ordered) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (a) and (b). Such determination shall be made (1) by the Board of Directors by a unanimous vote of the directors who were not parties to such action, suit, or proceeding.

(d) Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause (c) upon receipt of an undertaking by, or on behalf of, the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(e) Saving Clause. This indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders, or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(f) Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of this Section.

Section 8.04. Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the Act, except no amendment shall be made to 4.03, 8.04 and 10.03 of these Articles without the majority consent of shareholders.

ARTICLE IX

Section 9.01. Registered Office. The address of the initial registered office of the Corporation is:

GM Granite and Marble Imports, Inc.
Suite A
2915 South Congress Avenue
Delray Beach, Florida 33445

Section 9.02. Registered Agent. The name of the initial registered agent of the Corporation shall be as follows:

Mr. Michael Perry, Jr.
Suite A
2915 South Congress Avenue
Delray Beach, Florida 33445

All legal matters and correspondence shall be forwarded to the following addresses:

Mark J. Boychuk
1476 Ragley Hall Rd.
Atlanta, GA 30319

ARTICLE X

Data Respecting Directors

Section 10.01. Initial Board of Directors. The Initial Board of Directors shall consist of four members, all of which are residents of the State of Florida.

Section 10.02. Names and Addresses. The names and addresses of the persons who serve Directors until the first annual meeting of shareholders shall be as follows:

<u>Name</u>	<u>Title</u>
Michael Perry, Jr. Unit #1701 111 North Pompano Beach Blvd. Pompano Beach, Florida 33062	President
George I. Boychuk 2498 Date Palm Dr. Boca Raton, Florida 33432	Secretary
Alex Yodashkin 1791 Sabal Palm Circle Boca Raton, Florida 33432	Treasurer
Gene Boychuk 12894 Falling Water Strongsville, Ohio 44136	Vice-President

Section 10.03. Increase or Decrease of Directors. The Board of Directors number may only be changed by the majority vote of the Directors. The Directors shall serve for the duration of the Corporation, unless they shall retire or resign, in such an event the remaining shareholders shall serve as the Board of Directors.

Section 10.04. Transfer of Stock By Shareholders. No transfer of stock shall be permitted unless first offered to the shareholders. Such purchase shall be governed by the provisions in the ByLaws.

ARTICLE XI

Data Respecting Incorporator

The name and address of the incorporator of the Corporation, a natural person, are listed below.

Executed this 28th day of November, 1994.

Michael Perry, Jr.
Michael Perry, Jr., President

VERIFICATION

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State, do hereby certify that on this day, personally appeared before me, Michael Perry, Jr., who, being by me first duly sworn, declared that he is an incorporator referred in Article XI of the foregoing Articles of Incorporation, and that he signed these Articles.

Witness my hand and Notarial Seal this 28th day of November, 1994.

Denise M. Robins
Notary DENISE M. ROBINS

{SEAL}



FILED
1995 JAN 13 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

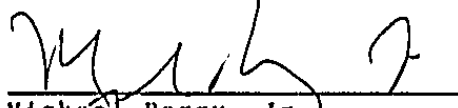
IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED,

FIRST THAT: GM GRANITE AND MARBLE IMPORTS, INC.

WITH PLACE OF BUSINESS AT: SUITE A
2915 S. CONGRESS AVENUE
DELRAY BEACH, FL 33445

HAS NAMED: MICHAEL PERRY, JR.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Michael Perry, Jr.
President

11/28/94

Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
NAMED ORGANIZATON, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF SECTION
607.0501 FLORIDA STATUTES.



Michael Perry, Jr.