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**JOSEPH I. GOLDSTEIN, P.A.**

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SUITE 1285, BARNETT BANK CENTER  
390 N. ORANGE AVENUE  
ORLANDO, FLORIDA 32801

JOSEPH I. GOLDSTEIN  
(ALSO ADMITTED IN MONTANA)

TELEPHONE (407) 246-8447  
FACSIMILE (407) 246-8441

March 24<sup>th</sup>, 1995

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Fl. 32314

000001440620  
-03/27/95--01095--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: INTARSIA, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of signed Articles of Incorporation for the above new corporation, a certificate of designation for Registered Agent/Office, and a check in the amount of \$122.50. Please process the Articles of Incorporation and return a certified copy of same to me at:

Joseph I. Goldstein, P.A.  
Attorney at Law  
390 N. Orange Ave.  
Suite 1285  
Orlando, Florida 32801.

Thank you for your assistance.

Sincerely,

  
JOSEPH I. GOLDSTEIN

Enc: Original & 1 copy Articles of Incorporation  
Certificate of Designation  
Trust Check

FILED  
95 MAR 27 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4463-29

**ARTICLES OF INCORPORATION  
OF  
INTARSIA, INC.**

FILED  
95 MAR 27 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be INTARSIA, INC.

**ARTICLE II - DURATION AND COMMENCEMENT**

The corporation shall exist perpetually commencing on the date of filing of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

The purposes for which the Corporation is formed are:

- a) to conduct business and have one or more offices in the State of Florida and in all other states;
- b) to engage in the design and manufacture inlaid granite, marble and other architectural stone products and the sale of these products through custom contract, stone and tile showrooms and direct relationships with architects, designers and builders;
- c) to transact any and all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes, as it exists currently, or as it is amended from time to time.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 1500 shares of One Dollar (\$1.00) par value common stock and shall commence with a minimum capital of \$100.00.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be 5201 Haverill Drive, Orlando, Florida 32809, and the initial agent of the corporation at that address is Jonathan Smiga.

#### ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation shall be: 5201 Haverill Drive, Orlando, Florida 32809.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of the corporation are: Marshall Luther, 867 Sweetwater Island Circle, Longwood, Florida, 32779; David New, 1217 Cloverlawn Avenue, Orlando, Florida, 32806; and Jonathan Smiga, 5201 Haverill Drive, Orlando, Florida, 32809.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Jonathan Smiga, 5201 Haverill Drive, Orlando, Florida, 32809.

#### ARTICLE IX - BY LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the directors.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of March, 1995.

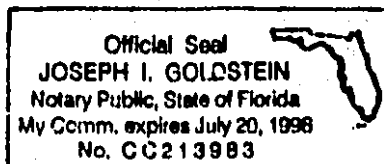
  
Jonathan Smiga Incorporator and Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority duly authorized to administer oaths and to take acknowledgements, personally appeared Jonathan Smiga, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the State and County aforesaid, this 24th day of March, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission expires:

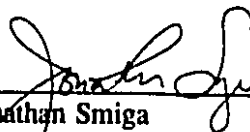


**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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/registered agent, in the State of Florida.

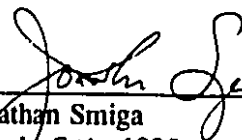
1. The name of the corporation is : INTARSIA INC.
2. The name and address of the registered agent and office is:

Jonathan Smiga  
5201 Haverill Drive  
Orlando, Florida 32809

  
Jonathan Smiga  
Incorporator/Director  
March 24, 1995

FILED  
95 MAR 27 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

  
Jonathan Smiga  
March 24, 1995