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JANET STANKS ABELY
ATTORNEY AT LAW

2304 EAST ROBINSON STREET / POST OFFICE BOX 536275 / ORLANDO, FLORIDA 32853-0275 / (407) 808-3134 / FAX (407) 808-4702

April 19, 1995

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

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Re: Mystic Granite and Marble, Inc.

Ladies and Gentlemen:

The name referenced above was reserved by me on April 6, 1995. Enclosed is a copy of your letter to me showing letter number 595A00015642.

To incorporate under the above name, enclosed are the following items:

1. two signed originals of the articles of incorporation
2. two signed originals of certificate designating registered agent and registered office
3. check in the amount of \$122.50.

Please file the articles and certify and return to me one of the originals of the articles and of the registered agent/office certificates as a certified copy, if possible.

Thanks for your help.

Sincerely,



Janet Stanks Abely
JSA/bah/enc1s

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

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is:

MYSTIC GRANITE AND MARBLE, INC.

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Article II

PRINCIPAL OFFICE

The principal office of the corporation and the mailing address of the corporation are, respectively, as follows:

4753 Lighthouse Road
Orlando, Florida 32810

and

5594 North Orange Blossom Trail, Suite 103
Orlando, Florida 32810.

The corporation may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary or convenient, as determined by the board of directors of the corporation.

Article III

CORPORATE PURPOSE

The purpose for which the corporation is organized is to engage in any

EFFECTIVE DATE

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businesses or other activities permitted under the laws of the United States or the State of Florida.

Article IV

EFFECTIVE DATE OF ARTICLES; CORPORATE DURATION

The Articles of Incorporation shall be effective on the date these Articles are signed, provided these Articles are delivered to the Office of the Secretary of State within the time required by law for such date to be the effective date. If these Articles are not delivered to the Office of the Secretary of State within the statutory time period for such date to be the effective date, then these Articles shall be effective when filed with the Secretary of State. This corporation shall exist perpetually, unless sooner dissolved according to law.

Article V

BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a board of directors, whose number and qualifications shall be specified in the bylaws of the corporation.

Article VI

AUTHORIZED CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common capital stock having a par value of ONE AND NO/100 (\$1.00) DOLLAR per share. The shares of the corporation shall not be divided into classes; the corporation is not authorized to issue shares in a series.

Article VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent of the corporation, and the address

at which the registered agent shall maintain a registered office for the corporation are as follows:

Antoinette M. Vesce
722 East Amelia Street
Orlando, Florida 32803.

Article VIII
INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation are:

Darlene A. Spezzi
4753 Lighthouse Road
Orlando, Florida 32810.

Article IX
LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not, to any extent, be subject to or liable for the payment of the corporation's debts.

Article X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall 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 the party is or was a director or officer of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually or reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if the director or officer acted in good faith and in a manner the director or officer 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 such conduct was unlawful. This obligation shall extend to any action by or in the right of the corporation to procure judgments in its favor, except that no indemnification shall then be made in respect of any claim, issue, or matter as to which such person is adjudged derelict in the performance of such duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application by the board of directors of the corporation that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. The foregoing right of indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

Article XI

CONFLICT OF INTEREST PERMITTED

A. When Conflict of Interest is Permitted. No contract, act or transaction between the corporation and any other firm or corporation shall be in any way affected by the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, director, officer or shareholder or are members, directors, officers or shareholders of the other firm or corporation, provided there is no fraud involved and that the interest of the member, officer, director or shareholder in the other firm or corporation is disclosed to this corporation, and either: (1) the contract, act or transaction is approved by a majority of board of directors or committee which authorizes, approves or ratifies the contract or transaction, without counting the votes of the interested director(s), or (2) the contract, act or transaction is approved by a majority of the shareholders entitled to vote without counting the votes of shareholders controlled by the interested officer(s) or director(s), or (3) the contract, act or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors, including the votes of the interested director(s), or by a committee which authorizes, approves or ratifies the contract, act or transaction, including the votes of the committee members which are controlled by the interested officer(s) or director(s), or by the

shareholders entitled to vote, including the votes of the shareholder(s) controlled by the interested officer(s) or director(s). Directors and shareholders interested in the contracts or transactions described above may be present at the meetings at which time approval or ratification is to be discussed and voted upon, and their presence may be counted for the determination of a quorum.

B. Effect of Permitted Conflict of Interest on Directors and Officers. No director or officer of the corporation shall be liable to account to the corporation for any profit or other benefit realized by that director or officer as a result of any contract, act or transaction between that director or officer and this corporation or any other firm or corporation, and such officer or director is hereby relieved from any liability to the corporation that might otherwise exist as a result of such contract, act or transaction, provided the contract, act or transaction and the interest of the director or officer are fully disclosed to the corporation and approved as provided above.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, does make and file these Articles of Incorporation, and does hereby execute the foregoing Articles at Orlando, Orange County, Florida, on this 18 day of April 1995.


Darlene A. Spezzi, Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 and 48.091, 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: **MYSTIC GRANITE AND MARBLE, INC.**
2. The name and address of the registered agent and office are:

Antoinette M. Vesce
722 East Amelia Street
Orlando, Florida 32803.

Mystic Granite And Marble, Inc.

By: *Darlene A. Spezzi*
Darlene A. Spezzi, President

April 18, 1995

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Antoinette M. Vesce
Antoinette M. Vesce

April 18, 1995

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JANET STANKS ABELY
ATTORNEY AT LAW

2304 EAST ROBINSON STREET / POST OFFICE BOX 530275 / ORLANDO, FLORIDA 32853-0275 / (407) 808-3134 / FAX (407) 898-4702

August 30, 1995

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

Re: Mystic Granite and Marble, Inc.

Ladies and Gentlemen:

We are dissolving the corporation named above that was formed in April of 1995 and forming a new corporation by the same name. The same person is involved in both corporations. Enclosed are the following items:

1. Articles of Dissolution of Mystic Granite and Marble, Inc.
(corporation filed 4/21/95)
2. Certificate of old corporation assigning the right to use of the name to the new corporation and stating that it does not intend to revoke the articles of dissolution
3. Articles of Incorporation for the new Mystic Granite and Marble, Inc.
(two signed originals)
4. certificate designating registered agent and registered office
(two signed originals)
5. check in the amount of \$157.50 to cover filing fees for the articles of dissolution, articles of incorporation, registered agent certificate and certified copy of the new articles.

Please file the articles of dissolution for the old corporation, then the articles of incorporation and registered agent certificate for the new corporation. Then please certify and return to me one of the originals of the articles of incorporation and the registered agent certificate for the new corporation.

Thanks for your help.

Sincerely,



Janet Stanks Abely
JSA/bah/encls

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**ARTICLES OF DISSOLUTION
OF
MYSTIC GRANITE AND MARBLE, INC.
PURSUANT TO SECTION 607.1401, FLORIDA STATUTES**

Pursuant to the provisions of Section 607.1401 of the Florida Statutes, the undersigned corporation, whose name is set forth below, adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is MYSTIC GRANITE AND MARBLE, INC.
2. The date of filing of its articles of incorporation was April 21, 1995.
3. None of its shares has been issued.
4. No debts of the corporation remain unpaid.
5. The amount, if any, actually paid in on subscriptions for its shares, less any part thereof disposed of for necessary expenses, has been returned to those entitled thereto.
6. The sole incorporator elects that the corporation be dissolved.

Dated August 30, 1995.

MYSTIC GRANITE AND MARBLE, INC.

By: Darlene A. Spezzi
Darlene A. Spezzi, Sole
Incorporator