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STATE OF FLORIDA
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FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GUEDES TILE & MARBLE INC.

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**ARTICLES OF INCORPORATION
OF
Guedes Tile & Marble Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Guedes Tile & Marble Inc. and the initial address of this corporation shall be 1000 West Avenue #902, Miami Beach, Florida 33139.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

Manny G. Soto, CPA
8360 W. Flagler St. #104
Miami, FL 33144
(305) 225-1492

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ARTICLE V

The initial registered office of this corporation shall be at 1000 West Avenue #902, Miami Beach, Florida with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Jose A. Guedes.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the directors of the corporation, who shall hold office for the first year or until his successor is duly executed and qualified shall be:

ownership

Jose A. Guedes 1000 West Avenue #902 Miami Beach, Florida 33139	60%
Luis Guedes 1000 West Avenue #902 Miami Beach, Florida 33139	20%
Luis N. Guedes 1000 West Avenue #902 Miami Beach, Florida 33139	20%

ARTICLE VIII

The name and address of the Incorporator is Jose A. Guedes, 1000 West Avenue #902, Miami Beach, Florida 33139.

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ARTICLE IX

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

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sign my name on this 20th day of June 1995.


Jose A. Guedes

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jose A. Guedes, known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledge before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 20th day of June 1995.


NOTARY PUBLIC, State of Florida
at large

My commission expires:

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TOTAL P.07

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

In compliance with the laws of Florida, the following is
submitted:

First, That Guedes Tiles & Marble Inc. desiring to
organize under the laws of the State of Florida, has named
Jose A. Guedes 1000 West Avenue #902, Miami Beach, Florida,
County of Dade, State of Florida, as its statutory Registered
Agent.

Having been named the statutory Registered Agent of the
above corporation at the place designated in this
certificate, I hereby accept the same and agree to act in
this capacity, and agree to comply with the provisions of
Florida law relative to keeping the registered office open,
and I accept the obligations of Section 607.325 F.S.


Jose A. Guedes
Registered Agent

Dated this 20th day
of June, 1995.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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