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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 33135-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (904) 922-4000 FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: USA TILE & MARBLE OF DALLAS, INC.
FAX AUDIT NUMBER: H95000007920 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/18/1995 TIME REQUESTED: 09:45:48
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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** ENTER 'M' FOR MENU. **
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 JUL 18 AM 11:24
DIVISION OF CORPORATIONS

(5)

**ARTICLES OF INCORPORATION
OF
USA TILE & MARBLE OF DALLAS, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby proceed to form a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation is: USA TILE & MARBLE OF DALLAS, INC.

ARTICLE II.

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

- (a) To engage generally in any lawful activity or business in the State of Florida and in all other States and Countries, under the Laws of the United States and the State of Florida.
- (b) To do everything necessary, proper, advisable or convenient for the accomplishment or furtherance of these purposes.

ARTICLE III.

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class and shall have a par value of \$0.10 per share.

ARTICLE IV.

The shareholders of authorized and issued common stock shall have preemptive rights as to all new issues of stock in proportion to their outstanding interest.

ARTICLE V.

The initial post office address of the principal office of this corporation in the State of Florida is 1105 S.W. 87th Avenue, Miami, Florida 33174.

This Document Prepared By:
Joaquin E. Leon, Esquire
1105 S.W. 87th Ave.
Miami, FL 33174
(305) 266-6799
Fla. Bar No.: 230197

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TALLAHASSEE, FLORIDA

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ARTICLE VI.

This corporation shall have perpetual existence.

ARTICLE VII.

The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1). The name and mailing addresses of the initial Board of Directors, subject to the provisions of these Articles and By-Laws to be adopted, shall hold office until their successors are elected and qualified are:

<u>NAMES</u>	<u>ADDRESSES</u>
Lorenzo Luaces, Jr.	7677 S.W. 97 Ct., Miami, FL 33143
Ricardo E. Cajigas	3501 S.W. 58 Ct., Miami, FL 33155

ARTICLE VIII.

The name and post office address of each subscribers of these Articles of Incorporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
Lorenzo Luaces, Jr.	7677 S.W. 97 Ct., Miami, FL 33143
Ricardo E. Cajigas	3501 S.W. 58 Ct., Miami, FL 33155

ARTICLE IX.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the voting shareholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X.

The initial By-Laws shall be adopted by the Board of Director. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws is vested in the Board of Director, but is subject to Repeal or Change by a majority of the Voting Shareholders.

ARTICLE XI.

A majority vote is sufficient for any action which requires the vote or concurrence of Shareholders.

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ARTICLE XII.

Directors shall be elected by majority vote. Cumulative voting shall not be permitted.

ARTICLE XIII.

The name and street address of the initial registered agent of this corporation is:

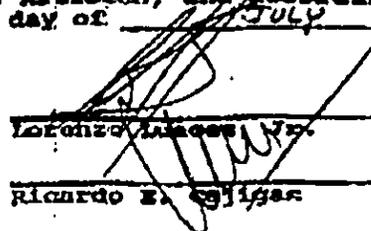
NAME:

ADDRESS:

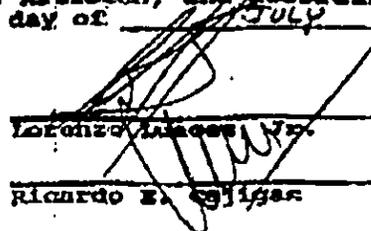
Joaquin E. Leon

1105 S.W. 87 Ave. Miami, FL 33174

IN WITNESS WHEREOF, We, being all of the original subscribers to the capital stock of this corporation for the purposes of forming a corporation, do make and file these Articles, and accordingly set our hands and seals this the 17th day of JULY, 1996.



Lorenzo Luaces, Jr. (SEAL)

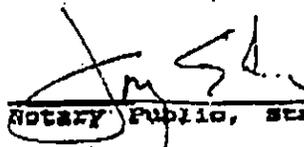


Ricardo E. Cajigas (SEAL)

STATE OF FLORIDA)
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; Lorenzo Luaces, Jr., and Ricardo E. Cajigas, known to me to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation, that they are personally known to me, or that I relied upon the following forms of identification of the above-named persons: Driver's License of Cajigas & Luaces

WITNESS my hand and official seal, in the County and State named above, this 17th day of JULY, 1996.



Notary Public, State of Florida

Notary Stamp:



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ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


Joseph Y. Leon

H95000007920

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95 JUL 18 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000055413

Joaquin E. Leon
Attorney at Law
13201 S.W. 70th Avenue
Miami, Florida 33156
(305) 552-3922

November 13, 1995

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-11/16/95--01009--008
*****35.00 *****35.00

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

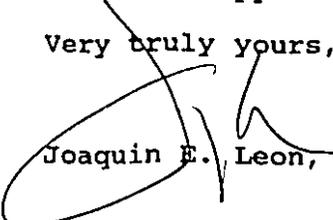
Re: Amendment to the Articles of Incorporation
USA Tile & Marble of Dallas, Inc.

Dear Sir or Madam:

Enclosed find original and copy of the Amendment to the Articles
of Incorporation of USA Tile & Marble of Dallas, Inc.

I have enclosed your \$35.00 fee and request that you stamp the
enclosed copy and returned it to the undersigned.

Very truly yours,


Joaquin E. Leon, Esquire

FILED
95 DEC 21 11 10 39
TALLAHASSEE, FLORIDA

Mr. Leon authorized to
fill in date of ~~the~~ 4
adoption.

Amend
LFF
1-6-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

95 DEC 21 AM 10:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 29, 1995

JOAQUIN E. LEON
13201 S.W. 70TH AVENUE
MIAMI, FL 33156

SUBJECT: USA TILE & MARBLE OF DALLAS, INC.
Ref. Number: P95000055413

We have received your document for USA TILE & MARBLE OF DALLAS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 995A00052152

*Joaquin F. Leon
Attorney at Law
13201 S.W. 10th Avenue
Miami, Florida 33156
(305) 552-3922*

FILED
95 DEC 21 AM 10:39
Secy. of State
TALLAHASSEE, FLORIDA

December 17, 1995

Ms. Carol Mustain
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

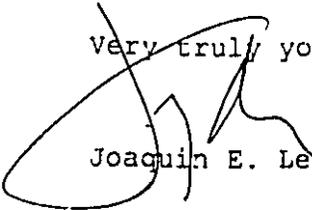
Re: Amendment to the Articles of Incorporation
USA Tile & Marble of Dallas, Inc.

Dear Ms. Mustain:

Enclosed find original and copy of the Amendment to the Articles of Incorporation of USA Tile & Marble of Dallas, Inc., as requested in your November 29, 1995 letter which I also enclosed as requested.

Thank you for your attention and cooperation on this matter.

Very truly yours,


Joaquin E. Leon, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
USA TILE & MARBLE OF DALLAS, INC.

Pursuant to Section 607.1006, Florida Statutes (1993), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed on July 18, 1995, and assigned Document Number P95000055413.

FIRST:

The name of the Corporation is USA TILE & MARBLE OF DALLAS, INC.

SECOND:

Article VII was amended as follows:

The directors are:

- Ricardo E. Cajigas, 3501 S.W. 58th Ct. Miami, FL 33155
- Jose T. Tomas, 104 N.W. 136 Pl., Miami, FL 33182

THIRD:

This Articles of Amendment was adopted on the 13th day of December, 1995. The Corporation has only one class of voting stock and the number of votes casted for said amendment by the Shareholders was sufficient for approval.

USA TILE & MARBLE OF DALLAS, INC.

By: 

Jose T. Tomas, President

Dated: 12/13/95, 1995