



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 655638 5317A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 8, 1995

ORDER TIME : 10:37 AM

ORDER NO. : 655638

CUSTOMER NO: 5317A

CUSTOMER: Sharon D. Danco, Esq
GLENN RASMUSSEN & FOGARTY

Ashley Tower, Suite 1300
100 South Ashley Drive
Tampa, FL 33602

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-08/08/95--01070--041
****122.50 ****122.50

DOMESTIC FILING

NAME: STONE TREND INTERNATIONAL,
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
95 AUG -8 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN AUG - 8 1995

LAW OFFICES

GLENN RASMUSSEN & FOGARTY

100 SOUTH ADRIEN DRIVE, SUITE 1000
P.O. BOX 3333 TAMPA, FLORIDA 33601-3333
(813) 229-3333 FAX (813) 229-5040

August 7, 1995

VIA HAND DELIVERY

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Stone Trend International, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Stone Trend International, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$35.00
Certified copy	52.50
Filing Registered	
Agent's certificate	<u>35.00</u>
TOTAL	\$122.50

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY

Sharon Docherty Danco
Sharon Docherty Danco

SDD/dcm
Enclosures
cc: Mark S. Miller (w/enc.)

(add.886)
1592-001

**ARTICLES OF INCORPORATION
OF
STONE TREND INTERNATIONAL, INC.**

FILED
95 AUG -8 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Stone Trend International, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

Stone Trend International, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is:

6150 Clark Center Avenue
Sarasota, Florida 34238

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Jaren Levitt	3993 Roberts Point Road Sarasota, Florida 34242
Mark S. Miller	2620 Botany Avenue Sarasota, Florida 34239

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 50,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 6150 Clark Center Avenue, Sarasota, Florida 34238, and the name of the corporation's initial registered agent at that address is Mark S. Miller.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation shall provide 30 calendar days' advance written notice to each holder of common stock before the issuance of any of the following (the "New Securities"), whether or not currently authorized:

- a. any shares of voting or nonvoting capital stock;
- b. any rights, options, or warrants to acquire capital stock; and
- c. any notes, debentures, or other debt securities that are convertible into equity securities.

That notice will be effective when received, if it is delivered personally or by telex, telecopy, telegram, or commercial courier, or on the third day after it is postmarked by the United States Postal Service, if it is delivered by first class, postage prepaid United States mail. A holder of common stock waives his right to purchase any New Securities proposed to be issued by the corporation unless he exercises that right and pays for the New Securities within 30 calendar days after the effective date of the corporation's written notice of the proposed issuance. Each holder of common stock shall have the first preemptive right (subject to adjustments to avoid the issuance of fractional shares) to purchase any New Securities for the consideration set by the corporation's board of directors and in the ratio that the respective amounts of New Securities, on a fully diluted basis, held by them on the effective date of the corporation's notice of issuance of such New Securities bears to the total number of shares of common stock outstanding, on a fully diluted basis. Each holder of common stock has the right of over allotment, so that, if a holder does not purchase his pro rata interest in the New Securities, the other purchasing holders may purchase their respective pro rata interests in that portion of the New Securities that were not purchased. A holder of securities other than common stock does not have, solely because of any statute or his ownership of other securities of the corporation, a right to purchase any New Securities proposed to be issued by the corporation. The foregoing preemptive rights apply to all issuances of New Securities, including without limitation, the following:

- a. securities issued as compensation to agents, officers, directors, and employees of the corporation or its affiliates or subsidiaries;
- b. securities issued to satisfy conversion or option rights created to provide compensation to agents, officers, directors, or employees of the corporation or its affiliates or subsidiaries;
- c. shares authorized in these articles of incorporation that are issued within six months from the effective date of incorporation; and
- d. securities sold for other than cash consideration.

Notwithstanding the foregoing, a public offering of the common stock is excluded from the foregoing preemptive right of first refusal. The corporation may issue New Securities that are not acquired by holders of common stock to any person during a period of 90 calendar days after such New Securities have been offered to the holders of common stock at a consideration set by the board of directors that is equal to or exceeds the consideration set for the exercise of the foregoing

preemptive rights. Any offer received by the corporation at a lower consideration or after the expiration of the 90-day period referenced above shall again be subjected to the preemptive rights described in this article.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Mark S. Miller
6150 Clark Center Avenue
Sarasota, Florida 34238

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: August 7, 1995


Mark S. Miller, as incorporator

add/(B60) 8/7/95 3:40 PM

**STONE TREND INTERNATIONAL, INC.
ACCEPTANCE OF REGISTERED AGENT**

FILED
95 AUG -8 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Stone Trend International, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 6150 Clark Center Avenue, Sarasota, Florida 34238, has named Mark S. Miller, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Stone Trend International, Inc. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: August 7, 1995


Mark S. Miller