P950000071124

JANET STANKS ABELY
ATTORNEY AT LAW

2304 EAST ROBINSON STREET [illegible] ORLANDO, FLORIDA [illegible] (407) [illegible] FAX (407) [illegible]

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

Janet Stanks Abely
JSA/bah/encls

W95-18244

000001544 1 4 3
-08/31/95--01047--001
****157.50 ****122.50

EFFECTIVE DATE
8-30-95

DMC 9/11/95

FILED
95 SEP 6 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1995

JANET STANKS ABELY
ATTORNEY AT LAW
P.O. BOX 536275
ORLANDO, FL 32853-6275

SUBJECT: MYSTIC GRANITE AND MARBLE, INC.
Ref. Number: W95000018211

We have received your document for MYSTIC GRANITE AND MARBLE, INC. and your check(s) totaling $122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit submitted must be notarized before your document can be processed.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 095A00041742

JANET STANKS ABELY
ATTORNEY AT LAW

2304 EAST ROBINSON STREET · POST OFFICE BOX [illegible] · ORLANDO, FLORIDA [illegible] · (407) [illegible] · FAX (407) 896-[illegible]

Via UPS Next Day Air
Tracking No. 0692 6946 152

September 13, 1995

Doris McDuffie, Corporate Specialist Supervisor
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for Mystic Granite and Marble, Inc.

Dear Ms. McDuffie:

I am returning to you the certificate of intent regarding revocation of dissolution and release of right to use of name, which has been notarized as of the date it was signed in front of me. Also [illegible]sed are the two signed originals of the articles of incorporation and cert[illegible]ite designating registered agent for Mystic Granite and Marble, Inc., and a copy of your letter to me of September 11, 1995. You retained my check to cover filing fees and cost of a certified copy of the articles and registered agent certificate.

Please file the articles and registered agent certificate, certify the copy and send it to me along with the receipt and document number.

Thanks for your help.

Sincerely,

Janet Stanks Abely

Janet Stanks Abely
JSA/bh/encls

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MYSTIC GRANITE AND MARBLE, INC.
CERTIFICATE OF INTENT
REGARDING REVOCATION OF DISSOLUTION
AND RELEASE OF RIGHT TO USE OF NAME

The undersigned president of Mystic Granite and Marble, Inc., which corporation was filed on April 21, 1995, hereby certifies that:

1. The corporation does not intend to revoke its articles of dissolution; and

2. The corporation has assigned its right to use of the name "Mystic Granite and Marble, Inc." to a new corporation, the articles of incorporation of such new corporation having been mailed to the Secretary of State with this Certificate, and consents to immediate use of such name by the new corporation.

Dated this 30 day of August 1995.

MYSTIC GRANITE AND MARBLE, INC.

By: Darlene Spezzi
Darlene A. Spezzi, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 30th Day of August 1995, by Darlene A. Spezzi, who is personally known to me. She signed the foregoing instrument as president of Mystic Granite and Marble, Inc., on behalf of said corporation.

Janet Stanks Abely
Janet Stanks Abely, Notary Public
State of Florida

NOTARY PUBLIC STATE OF FLORIDA

JANET STANKS ABELY
My Commission CC298897
Expires Aug. 04, 1997
Bonded by HAI
800-422-1555

FILED

95 SEP 6 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

EFFECTIVE DATE 8-30-95

Article I
NAME

The name of the corporation is:

MYSTIC GRANITE AND MARBLE, INC.

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 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 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 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. ***Effec 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 office 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 30 day of August 1995.*

Darlene Spezzi

Darlene A. Spezzi, Incorporator

CERTIFICATE OF DESIGNATION

OF

REGISTERED AGENT AND REGISTERED OFFICE

FILED
95 SEP 6 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 and 607.0502, 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 Spezzi
Darlene A. Spezzi, President

August 30, 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

August 30, 1995