

GIBBS & RUNYAN, P.A.

Attorneys At Law

100 Second Avenue South, Suite 704-S
St. Petersburg, Florida 33701

Telephone (813) 892-6001
Facsimile (813) 892-6002

FILED

96 FEB 19 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-12-96

P96000015898

February 12, 1996

VIA FEDERAL EXPRESS

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, FL 32301

ATTN: Mrs. Jo Mynard, Supervisor
Charter Section

RE: United Tile & Stone, Inc.

600001718406
-02/19/96--01077--014
****122.50 ****122.50

Dear Mrs. Mynard:

Enclosed are two original copies of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate original copy provided and return same.

Your attention is directed to Article II of the Articles of Incorporation which provides for February 12, 1996 as the commencement date for this corporation. Please make sure your records indicate the correct effective date.

A check in the amount of \$122.50 is enclosed to cover the Registered Agent fee, the fee for a certified copy of the Articles and the filing fee.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

Deborah L. Knoll

Deborah L. Knoll
Legal Assistant

DLK/slh
Enclosures
cc w/enc.: Maric Plazza

ARTICLES OF INCORPORATION
OF
UNITED TILE & STONE, INC.

FILED

96 FEB 19 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

EFFECTIVE DATE

2-12-96

NAME

The name of this corporation is United Tile & Stone, Inc.

ARTICLE II

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the 12th day of February, 1996.

ARTICLE III

PURPOSES

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows: Cindy L. LoCicero, 100 Second Avenue South, Suite 704, St. Petersburg, Florida, 33701. The mailing address of the corporation is 100 Second Avenue South, Suite 704, St. Petersburg, Florida, 33701.

The street address of the principal office of the corporation in this State will be 5502 Anderson Road, Tampa, Florida, 33634. The Board of Directors may from time to time move the principal office to any other address in Florida, and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Cindy L. LoCicero, 100 Second Avenue South, Suite 704, St. Petersburg, Florida, 33701.

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE IX

STOCK TRANSFER AGREEMENTS

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XI

CUMULATIVE VOTING

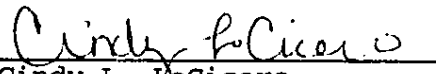
At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 12th day of February, 1996.


Cindy L. LoCicero
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 12th day of February, 1996, by Cindy L. LoCicero, who is known to me personally.

Deborah L. Knoll
DEBORAH L. KNOLL, NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.

Cindy L. LoCicero
Cindy L. LoCicero

P96000015898

GIBBS & RUNYAN, P.A.

Attorneys At Law

100 Second Avenue South, Suite 704-S
St. Petersburg, Florida 33701

Telephone (813) 892-6001
Facsimile (813) 892-6002

March 1, 1996

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, FL 32301

600001732826
-03/05/96--01045--004
*****87.50 *****87.50

RE: Articles and Plan of Merger
Merger of Carrara Marble Imports, Inc.
into United Tile & Stone, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the executed Articles and Plan of Merger for the above-referenced corporations. Please endorse your approval of the Articles on the duplicate copy provided and return same.

A check in the amount of \$87.50 is enclosed to cover the filing fee and the fee for a certified copy of the Articles.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

Deborah L. Knoll

Deborah L. Knoll
Legal Assistant

DLK:dlk
Enclosures

SH 3/7
Neger

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
56 MAR -1 PM 2:13

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

CARRARA MARBLE IMPORTS, INC., a Florida corporation, 673497

INTO

UNITED TILE & STONE, INC., a Florida corporation, P96000015898.

File date: March 1, 1996

Corporate Specialist: Steven Harris

ARTICLES AND PLAN OF MERGER

MERGER OF CARRARA MARBLE IMPORTS, INC. into UNITED TILE & STONE, INC.

SE-1
FEB 1 1986

The undersigned corporations, in accordance with the Florida General Corporation Act, hereby adopt the following Articles and Plan of Merger:

ARTICLE I. The parties hereto agree to effect this Merger in accordance with the terms and conditions set forth herein and it is intended that this merger constitute, and it shall be treated as, a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

ARTICLE II. The parties to these Articles and Plan of Merger are CARRARA MARBLE IMPORTS, INC., a Florida corporation and UNITED TILE & STONE, INC., a Florida corporation.

ARTICLE III. The corporation to survive the merger is UNITED TILE & STONE, INC., and shall continue under its present name.

ARTICLE IV. The Articles of Incorporation of UNITED TILE & STONE, INC., shall not be changed by virtue of the merger.

ARTICLE V. These Articles and Plan of Merger were duly adopted and approved by the Shareholders and the Board of Directors of each of the parties hereto by written action of even date herewith in lieu of a special meeting pursuant to Florida Statutes Sections 607.0704 and 607.0821.

ARTICLE VI. The Plan of Merger is as follows:

6.1 Surviving Corporation. CARRARA MARBLE IMPORTS, INC. shall be merged into UNITED TILE & STONE, INC., which shall be the surviving corporation.

6.2 Ownership of Stock. The outstanding shares of stock of UNITED TILE & STONE, INC. consists of ten thousand (10,000) shares of \$1.00 par value common stock.

6.3 Terms and Conditions of Merger. On the effective date of the Merger of CARRARA MARBLE IMPORTS, INC. into UNITED TILE & STONE, INC. the separate existence of CARRARA MARBLE IMPORTS, INC. shall cease. The stock of CARRARA MARBLE IMPORTS, INC. shall be cancelled and the shareholders of CARRARA MARBLE IMPORTS, INC. shall receive one share of \$1.00 par value common stock of UNITED TILE & STONE, INC. for each share of CARRARA MARBLE IMPORTS, INC. stock surrendered

and cancelled, and UNITED TILE & STONE, INC. shall succeed to all of the properties, rights, and other assets and shall be subject to all of the liabilities of CARRARA MARBLE IMPORTS, INC. without further action by either corporation.

6.4 Further Assurances. If, at any time, UNITED TILE & STONE, INC. shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the Officers and Directors of CARRARA MARBLE IMPORTS, INC., as of the effective date of this merger, shall execute such conveyances or documents, or take such action.

6.5 Effective Date. The effective date of this merger shall be March 1, 1996.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles and Plan of Merger, this 29th day of February, 1996.

CARRARA MARBLE IMPORTS, INC.

ATTEST:

Mario L. Piazza
Secretary

By: Mario L. Piazza
Mario Piazza, President

(CORPORATE SEAL)



UNITED TILE & STONE, INC.

ATTEST:

Mario L. Piazza
Secretary


By: Mario L. Piazza
Mario Piazza, President

(CORPORATE SEAL)



STATE OF FLORIDA
COUNTY OF PINELLAS


The foregoing instrument was acknowledged before me this 29th day of February, 1996
by Mario Piazza, as President of CARRARA MARBLE IMPORTS, INC., a Florida
corporation, on behalf of the corporation.

Deborah L. Knoll
NOTARY PUBLIC
DEBORAH L. KNOLL
Print or Type Name
My Commission Expires:  DEBORAH L. KNOLL
COMMISSION # CC 48882
EXPIRES DEC 04, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.
☒ Personally Known To Me
☐ Identification Produced

Type Of Identification

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th day of February, 1996
by Mario Piazza, as President of UNITED TILE & STONE, INC., a Florida corporation, on
behalf of the corporation.

Deborah L. Knoll
NOTARY PUBLIC
DEBORAH L. KNOLL
Print or Type Name
My Commission Expires:  DEBORAH L. KNOLL
COMMISSION # CC 48882
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Attorneys At Law

100 Second Avenue South, Suite 704-S
St. Petersburg, Florida 33701

Telephone (813) 892-6001
Facsimile (813) 892-6002

March 1, 1996

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, FL 32301

700001732327
-03/05/96--01045--005
*****87.50 *****87.50

RE: Articles and Plan of Merger
Merger of United Tile Manufacturers, Inc.
into United Tile & Stone, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the executed Articles and Plan of Merger for the above-referenced corporations. Please endorse your approval of the Articles on the duplicate copy provided and return same.

A check in the amount of \$87.50 is enclosed to cover the filing fee and the fee for a certified copy of the Articles.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

Deborah L. Knoll

Deborah L. Knoll
Legal Assistant

DLK:dlk
Enclosures

SH 3/4
Merger

96 MAR -1 PM 2:20
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

UNITED TILE MANUFACTURERS, INC., a Florida corporation, 598805

INTO

UNITED TILE & STONE, INC., a Florida corporation, P96000015898.

File date: March 1, 1996

Corporate Specialist: Steven Harris

ARTICLES AND PLAN OF MERGER

MERGER OF UNITED TILE MANUFACTURERS, INC. into UNITED TILE & STONE, INC.

55 MAR -1 PM 2:20
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with the Florida General Corporation Act, hereby adopt the following Articles and Plan of Merger:

ARTICLE I. The parties hereto agree to effect this Merger in accordance with the terms and conditions set forth herein and it is intended that this merger constitute, and it shall be treated as, a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

ARTICLE II. The parties to these Articles and Plan of Merger are UNITED TILE MANUFACTURERS, INC., a Florida corporation and UNITED TILE & STONE, INC., a Florida corporation.

ARTICLE III. The corporation to survive the merger is UNITED TILE & STONE, INC., and shall continue under its present name.

ARTICLE IV. The Articles of Incorporation of UNITED TILE & STONE, INC., shall not be changed by virtue of the merger.

ARTICLE V. These Articles and Plan of Merger were duly adopted and approved by the Shareholders and the Board of Directors of each of the parties hereto by written action of even date herewith in lieu of a special meeting pursuant to Florida Statutes Sections 607.0704 and 607.0821.

ARTICLE VI. The Plan of Merger is as follows:

6.1 Surviving Corporation. UNITED TILE MANUFACTURERS, INC. shall be merged into UNITED TILE & STONE, INC., which shall be the surviving corporation.

6.2 Ownership of Stock. The outstanding shares of stock of UNITED TILE & STONE, INC. consists of ten thousand (10,000) shares of \$1.00 par value common stock.

6.3 Terms and Conditions of Merger. On the effective date of the Merger of UNITED TILE MANUFACTURERS, INC. into UNITED TILE & STONE, INC. the separate existence of UNITED TILE MANUFACTURERS, INC. shall cease. The stock of UNITED TILE MANUFACTURERS, INC. shall be cancelled and the shareholders of UNITED TILE MANUFACTURERS, INC. shall receive one share of \$1.00 par value common stock of UNITED TILE & STONE, INC. for each share of UNITED TILE MANUFACTURERS, INC.

stock surrendered and cancelled, and UNITED TILE & STONE, INC. shall succeed to all of the properties, rights, and other assets and shall be subject to all of the liabilities of UNITED TILE MANUFACTURERS, INC. without further action by either corporation.

6.4 Further Assurances. If, at any time, UNITED TILE & STONE, INC. shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the Officers and Directors of UNITED TILE MANUFACTURERS, INC., as of the effective date of this merger, shall execute such conveyances or documents, or take such action.

6.5 Effective Date. The effective date of this merger shall be March 1, 1996.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles and Plan of Merger, this 29th day of February, 1996.

UNITED TILE MANUFACTURERS, INC.

ATTEST:

Mario A. Piazza
Secretary

By: Mario A. Piazza
Mario Piazza, President

(CORPORATE SEAL)



UNITED TILE & STONE, INC.

ATTEST:

Mario A. Piazza
Secretary

By: Mario A. Piazza
Mario Piazza, President

(CORPORATE SEAL)



STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th day of February, 1996
by Mario Piazza, as President of UNITED TILE MANUFACTURERS, INC., a Florida
corporation, on behalf of the corporation.

Deborah L. Knoll
NOTARY PUBLIC

DEBORAH L. KNOLL
Print or Type Name

My Commission Expires  DEBORAH L. KNOLL
COMMISSION # CC 488882
EXPIRES DEC 04, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

☒ Personally Known To Me
☐ Identification Produced

Type Of Identification

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th day of February, 1996
by Mario Piazza, as President of UNITED TILE & STONE, INC., a Florida corporation, on
behalf of the corporation.

Deborah L. Knoll
NOTARY PUBLIC

DEBORAH L. KNOLL
Print or Type Name

My Commission Expires  DEBORAH L. KNOLL
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☐ Identification Produced

Type Of Identification

P96000015898

GIBBS & RUNYAN, P.A.

Attorneys At Law

100 Second Avenue South, Suite 704-5
St. Petersburg, Florida 33701

Telephone (813) 892-6001
Facsimile (813) 892-6002

March 13, 1996

Steven Harris
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Carrara Marble Imports, Inc.
Ref. #: 673497

United Tile & Stone, Inc.
Ref. #: P96000015898

100001775361
-04/10/96--01044--033
*****70.00 *****70.00

Dear Mr. Harris:

Enclosed is check #2934 in the amount of \$70.00 which represents the cost for certified copies of the Articles of Merger for the above-referenced corporations.

If you should need any further information or documentation to complete this request, please do not hesitate to contact the undersigned.

Sincerely,

GIBBS & RUNYAN, P.A.

Deborah L. Knoll
Deborah L. Knoll, CLA

:DLK
Enc.

*Additional
money for CC
\$145*