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Secretary of State

July 30, 1986

EMPIRE CORPORATE KIT COMPANY 1492 W PLAULER STREET SUITE 200 MIAMI, PL 33135

SUBJECT: ROYAL IMPORT & EXPORT CORPORATION REF: M96000015906

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES MOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6933.

Dana Calloway Document Specialist FAX Avd. #: E96000010507 Lette: Number: 496A00036534

# Certificate of Incorporation

# ROYAL TRADING PARTNERS CORPORATION

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and admowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end dose by this certificate and forth:

#### ARTICLE I NAME

The name of the corporation shall be

ROYAL TRADING PARTNERS CORPORATION

The corporation will be doing business as

**BOYAL TRADING PARTNERS CORPORATION** 

## ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

The physical address of the corporation is:

**ROYAL TRADING PARTNERS CORPORATION** 

3530 MISTIC POINT DRIVE STE 2910

AVENTURA, FLORIDA 33180

C/O DANIEL AMBILI

The mailing address of the corporation is:

**ROYAL TRADING PARTNERS CORPORATION** 

3530 MISTIC POINT DRIVE STE 2910

AVENTURA, FLORIDA 33180

C/O DANIEL AMSILI

## ARTICLE III PERPETUITY

This corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

PREPARED BY ALAN A, RAZLA, 22 BOXWOOD RD., HOLLYWOOD FL 33021

H9600000507

#### ARTICLE IV PURPOSE

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- A. To engage in the business of importing and exporting goods & services for Wholesale and retail sale, invest in various ventures, and to conduct any and all other lawfully authorized business associated with this name.
- B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and essets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.
- C. to borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and / or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment, for property or acquired or any other lawful object.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage pledge or otherwise depose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.
- E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, and District of Columbia and in foreign countries.
- F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be desmed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

# ARTICLE Y CAPUAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 (two hundred shares) of Common Stock which shall have One Dollar (\$1,00) par value.

## ARTICLE VI LIQUIDATION

In the event of any voluntary or involuntary liquidation, dissolution, of winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

# ARTICLE VII VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

# ARTICLE VIII PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# ARTICLE IX INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

DANIEL AMSILI 3530 MISTIC POINT DR. No. 2810 AVENTURA, FL 33180

# ARTICLEX DIRECTORS

This Corporation shall have three Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and the address of the initial Directors of this Corporation is:

DANIEL AMSILI 3530 MISTIC POINT DR. No. 2910 BOGOTA, CLOMBIA AVENTURA, FL 33180

JOSE IGNACIO MATALLANA

**ALFONSO VALLEJO** BOGOTA, CLOMBIA

#### ARTICLE XI. SHARES.

The name and address of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take are as follows:

DANIEL AMSILI 3530 MISTIC POINT DR. No. 2910 BOGOTA, CLOMBIA AVENTURA, FL 33180

JOSE IGNACIO MATALLANA

ALFONSO VALLEJO BOGOTA, CLOMBIA

100 shares

50 shares

50 shares

the proceeds of which amount to (\$200,00) two hundred dollars or one dollar par value per common share,

#### ARTICLE XII AMENDMENT

This Corporation reserves the right to ammend or repeal any provisions contained in these Certificate of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

# ARTICLE XIII OFFICERS

The names and street addresses of the officers of this corporation are:

**DANIEL AMSILI** 3530 MISTIC POINT DR. No. 2910 BOGOTA, CLOMBIA

JOSE IGNACIO MATALLANA

**ALFONSO VALLEJO** BOGOTA, CLOMBIA

AVENTURA, FL 33180 Title: President & CEO

Title: VP & Treasurer

Title: VP & Secretary

#### ARTICLE XIV DIRECTOR'S POWERS

The directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, after and repeal the By-Laws and to set apart out of any of the funds of the corporation availation and in the serve or reserves for any proper purpose, and to after or abolish such as area.

- A. The Corporation shall be to first lieu on the Marie of its members' stock and upon all dividend. He them for an indebtedness by such members of the corporation.
- B. The private property of the stocknowers shall not be subject to the payment of the corporate debt to any extent whatever,
- C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock. in lieu of cash. at just valuation to be fixed by its Board of Directors.

- D Shares of the capital stock of the company when custificates therufshall be insued shall be fully paid and nonessamble.
- E. Shares of the espital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surronder and cencellation of a certificate or cartificates for like number of shares.
- F. The Corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or heroinafter prescribed by taw and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reservo.

IN WITNESS WHEREOF, we have here Miami , Florida on	unto subscribed our names and affixed our seals at this 29XII day of July , 1996.
	ANIEL AMBILI
	Preseident, CEO
(NOTARY SEAL)	Sworn to and subscribed before me this day of
	NOTARY PURITC

	,	1:11.	ED
CHRIMOATE OF DESIGNATION REGISTERED AGENT/ REGISTERED OF	SECI	UL 31 Vitano	PH 3: 47
WANTED BY SANGE STREET STREET	ETMB/	MASSEL,	FI.ORIDA

Pursuant to the provision of section 607,0501, Floride Statutes, the undersigned perpendion, organized under the laws of the State of Floride, submits the following statement in designating the registered office / registered agent, in the state of Floride.

1,	The name of the corporation is:	MOYAL TRADING PARTNERS CORPORATION
2.	The name and address of the regi	stored agent and office is;
	Daniel Ambili	p   Draid dans   Marting and design and design of property of the second property and the second of the passage of a passage and passage of the passage of t
	3530 MISTIC POINT DR. No. 2910	
	AVENTURA, PL 33180	n i i i i i i i i i i i i i i i i i i i
	SIGNATU	ire (x) 04.91
	TITLE	Registered Agent Only
	DATE	0z-Aug-98
		•

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 HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

⊗ MO Registerred Agent

DATE

02-Aug-96

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•	' Art	Cayle .			
		questor's Name			
	<u> 22 150</u>	Address			
•	Hollum	رومو ودرو	701		
	City(State		#-		
				Office U	se Only
	CORPORATION	NAME(S) & DOCI	IMENT NUMB	ER(S), (if known):	
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	3(Con	poration Name)	(Docu	ment #)	
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	Fictitious Name	Foreign			
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		Trademark			
		Other			
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CR2E031(1/95)

Examiner's Initials



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 9, 1997

AN RAYLE 22 BOXWOOD RD. HOLLYWOOD, FL 33021

SUBJECT: ROYAL TRADING PARTNERS CORPORATION Ref. Number: P96000064163

We have received your document for ROYAL TRADING PARTNERS CORPORATION and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

TITLES AND ADDRESSES MUST BE LISTED FOR THE OFFICERS.

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 filling of your document, please call (904) 487-6052.

Vickle Whitfield Corporate Specialist

Letter Number: 797A00030982

# ARTICLES OF AMENDMENT

TO

# ARTICLES OF INCORPORATION

OF

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Royal Trading Partners	Corporation
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(present nam	6)

Pursuant to the provisions of section 607.1006, Florida Stanues, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:	Amendment(s) adopted:
	ded: Gorporation I/97 "Royal Trading Partners", will change its name to "international Marble E' Granite Inc
Article X Amer Effective 5/1 Article XIII Ame	1/97 name of directors are: Daniel Amsili and Josef Sadoun
3530 Mistic I	Pt. Dr. Aventura,FL 33180; Josef Scdoun, VP & Treas, 1270 95th st., Bay Harbor, FL 33154 ted:
SECOND:	If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:
THIRD:	The date of each amendment's adoption: 5 1197
FOURTH:	Adoption of Amendment(s) (check one)
_x The ar withou	mendment(s) was/were adopted by the incorporators or board of directors ut shareholder action and shareholder action was not required.
The ar	nendment(s) was/were approved by the shareholders. The number of cast for the amendment(s) was/were sufficient for approval.
The an	nendment(s) was/were approved by the shareholders through voting groups.
	[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]
	The number of votes cast for the amendment(s) was/were sufficient for approval by
	(voting group)

Signed this 21th day of MAy , 19 97
Signature
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
OR
(By a director if adopted by the directors)
. <b>OR</b> ;
(By an incorporator if adopted by the incorporators)
DANIEL Amsili
Typed or printed name
PRESIDENT
Title