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October 9, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-10/15/96--01014--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
Premier Marble & Granite, Inc.

Dear Sir or Madam:

Enclosed please find the following: original and one copy of the Articles of Incorporation of Premier Marble & Granite, Inc. Also enclosed is my check in the amount of \$122.50 as payment of the filing fee for the Articles of Incorporation.

Please process accordingly.

Sincerely,

*Johnny R. Smith*  
Johnny R. Smith

JRS/kll  
encs.

FILED  
96 OCT 14 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TSB  
10/15

ARTICLES OF INCORPORATION  
OF  
PREMIER MARBLE & GRANITE, INC.

FILED  
96 OCT 14 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of the corporation  
under the Florida General Corporation Act, adopt the following  
Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of this corporation is: PREMIER MARBLE & GRANITE,  
INC.

ARTICLE II - INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be  
1132 Elizabeth Avenue, West Palm Beach, FL 33401.

ARTICLE III - EXISTENCE

The duration of this corporation is perpetual.

ARTICLE IV - PURPOSE

The purpose or purposes for which this corporation is  
organized are:

A. The general nature of the business to be transacted by  
this Corporation is to engage in any and all business permitted  
under the laws of the State of Florida.

B. To acquire by purchase, exchange, gift, bequest and  
subscription or otherwise, and to hold, own, mortgage, pledge,  
hypothecate, sell, assign, transfer, exchange, or otherwise dispose  
of or deal in or with its own corporate securities or stock or  
other securities, including without limitations, any shares of  
stock, bonds, debentures, notes, mortgages, or other instruments  
representing rights or interests therein or any property or assets

created or issued by any person, firm, association or corporation, or any government or subdivision, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers, and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association, or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE V    STOCK

The aggregate number of shares which this corporation shall have authority to issue is 200 shares of Class A common voting

stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

#### ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at the Shareholders meeting called for that purpose

#### ARTICLE VII - SHAREHOLDERS' RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation

shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

**ARTICLE VIII - INITIAL REGISTERED AGENT**

This corporation's initial registered agent is JOHNNY R. SMITH, whose address is 1132 Elizabeth Avenue, West Palm Beach, FL 33401.

**ARTICLE IX - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person to serve as Director until the first annual meeting of the Shareholders, or until their successors are elected and qualify, is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
JOHNNY R. SMITH	1132 Elizabeth Avenue West Palm Beach, FL 33401

**ARTICLE X - OFFICERS**

JOHNNY R. SMITH	President
JOY A. BARRETT	Secretary
DEBORA SMITH	Treasurer

**ARTICLE XI - INCORPORATORS**

The name and address of the incorporator is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
JOHNNY R. SMITH	1132 Elizabeth Avenue West Palm Beach, FL 33401

**ARTICLE XII - BY-LAWS**

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

Dated this 9<sup>th</sup> day of October, 1996.

Johnny R. Smith  
JOHNNY R. SMITH, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 9<sup>th</sup> day of October, 1996, by JOHNNY R. SMITH.

Florence M. Sloan P.K.  
NOTARY PUBLIC  
My Commission Expires:



FLORENCE M. SLOAN  
MY COMMISSION # CC359519 EXPIRES  
May 31, 1998  
SIGNED THEM THEY PAY INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
96 OCT 14 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing is submitted pursuant to Florida Statute Section  
48.091(1) and Florida Statute Section 607.034:

PREMIER MARBLE & GRANITE, INC., desiring to organize under the  
laws of the State of Florida being in the County of Palm Beach, has  
named JOHNNY R. SMITH, 1132 Elizabeth Avenue, West Palm Beach,  
Florida 33401, as its initial registered agent to accept service  
of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-  
stated corporation, at the above-stated office within this State,  
I hereby accept to act in this capacity and agree to comply with  
the provisions of said Statute relative to keeping the registered  
office of the corporation open from 10:00 a.m. to noon each day,  
except Saturdays, Sundays, and legal holidays, and to post therein  
a sign designing the name of the corporation and the name of its  
registered agent.

Dated this 9<sup>th</sup> day of October , 1996.

Johnny R. Smith  
JOHNNY R. SMITH

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acknowledgement was acknowledged before me this  
9<sup>th</sup> day of October , 1996, by JOHNNY R. SMITH.

Florence M. Sloan  
NOTARY PUBLIC

My Commission Expires:



FLORENCE M. SLOAN  
MY COMMISSION # 00000519 EXPIRES  
May 31, 1998  
BONDED 11000 TROY FAAM INSURANCE, INC.