

Attorney at Law  
**STEVEN J. LACHTERMAN**  
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CORAL GABLES, FLORIDA 33134-6824

Tel: (305) 444-6323 Fax: (305) 444-1757

December 19, 1996 Miami

FLORIDA DEPARTMENT OF STATE  
ATTENTION: CORPORATIONS NEW FILING  
DIVISION: CORPORATION DIVISION  
409 EAST GAINES STREET  
TALLAHASSEE FLORIDA 32399  
1904-488-9000 AND 904-487-6052

RE: NEW CORPORATIONS:  
**Z&T TILE AND MARBLE, INC.**  
**M.G.A. TRADING, INC.**  
**BARBARA TRADING, INC.**  
**MICHELANGELO'S STONES, INC.**  
**TILES & MARBLE WHOLESALE, INC.**

400002035044--9  
-12/20/96--01064--003  
\*\*\*\*350.00 \*\*\*\*\*70.00

Dear Document examiner of the New filing section:

Please find enclosed the original and one copy of the articles of incorporation for the above companies. Please file the originals in your office, and kindly return to me stamped in copies, at your earliest convenience. I am enclosing a check for \$350.00 and a self addressed stamped envelope, for the return of the stamped in copies.

The \$350.00 check is for the following costs:

1. Filing Fee: \$35.00
  2. Registered Agent Fee: \$35.00
- Total \$70.00 x 5 companies = \$210.00

Should you have any questions concerning the above, please do not hesitate to call me collect at (305) 444- 6323

Very Truly Yours,

  
Steven J. Lachterman, Esquire.  
cc: Client.

**ARTICLES OF INCORPORATION  
OF  
ZST TILE AND MARBLE, INC.**

96 DEC 20 PM 3:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporators hereby forms this following Corporation under the laws of the State Of Florida.

**ARTICLE I**  
**NAME**

The name of this Corporation is **ZST TILE AND MARBLE, INC.**

**ARTICLE II**  
**PURPOSE**

The Corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock which this Corporation is authorized to issue is One Hundred (100) shares of One Dollar (\$1.00) par value, , common stock. Said shares of stock may be issued only for a consideration having fair value as may be determined by the Board of Directors.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This Corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

**ARTICLE V**  
**REGISTERED AGENT AND OFFICE**

The initial Registered Agent and the street address of the initial Registered Office of this Corporation shall be:

**Mr. Angelo Zambolo**  
**4301 N.W. 18th Street**  
**Tempo 3 , Apartment 114**  
**Miami Florida 33126**

ARTICLE VI  
DIRECTORS

This Corporation shall have one (2) directors, initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (2). The name and street address of the initial directors of the Corporation are:

*Mr. Angelo Zambolo*  
*4301 N.W. 18th Street*  
*Tempo 3 , Apartment 114*  
*Miami Florida 33126*

*Mr. Maurizio Turrini*  
*341 N Birch Road, Apartment 415*  
*Fortlauderdale Beach, Florida 33304*

ARTICLE VII  
INCORPORATORS

The name and street address of the incorporators are:

*Mr. Angelo Zambolo*  
*4301 N.W. 18th Street*  
*Tempo 3 , Apartment 114*  
*Miami Florida 33126*

*Mr. Maurizio Turrini*  
*341 N Birch Road, Apartment 415*  
*Fortlauderdale Beach, Florida 33304*

ARTICLE VIII  
PRE-EMPTIVE 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 or she already holds, shall have the right to purchase his or her prorata 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  
CUMULATIVE VOTING

At each election for Director, cumulative voting by shareholder as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

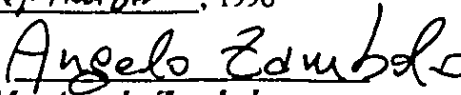
ARTICLE X  
PRINCIPAL OFFICE

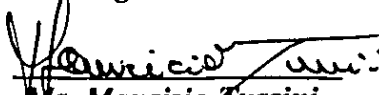
The principal office of **Z&T TILE AND MARBLE, INC.**  
is Care Of  
**Mr. Angelo Zambolo**  
**4301 N.W. 18th Street**  
**Tempo 3, Apartment 114**  
**Miami Florida 33126**

ARTICLE XI  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hand and seal this 12 day of September, 1996

  
Mr. Angelo Zambolo

  
Mr. Maurizio Turrini

STATE OF FLORIDA )

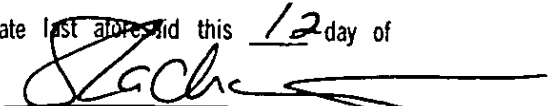
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COUNTY OF DADE )

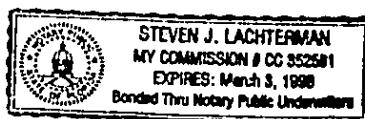
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared: Angelo Zambolo and Maurizio Turrini WHO are personally known or PRODUCED THE FOLLOWING IDENTIFICATION,

and is to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of September, 1996

  
NOTARY PUBLIC STATE OF  
Steven J. Lachterman. Florida

My Commission Expires:



Acceptance by Registered Agent:

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said offices.

Angelo Zambolo  
REGISTERED AGENT, ANGELO ZAMBOLO

96 DEC 20 PM 3:02  
FALL WALKER, FL 32611

96 DEC 20 PM 3:02

PM 3:02