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February 11, 1997

File No. 9620

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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RE: **Millennium Marble Corporation**

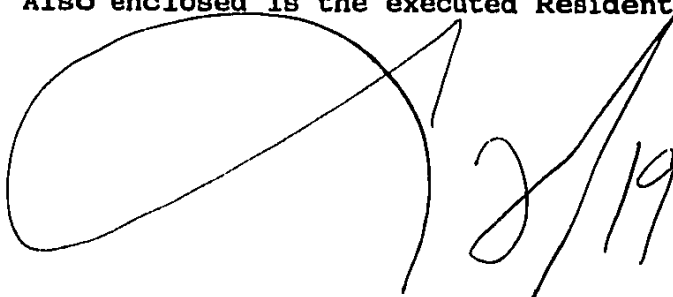
Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the sole subscriber in the same manner as the original. Please file the Articles of Incorporation immediately; obtain a certified copy of same and call our office when this has been accomplished.

A check is also enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Articles of Incorporation, the \$35.00 fee for filing the Designation of Resident Agent for a total of \$122.50.

Also enclosed is the executed Resident Agent form and one copy.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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File No.

Thank you for your assistance in this matter.

Sincerely,


KOPELOWITZ, SAAVEDRA & PELOSI

Damaso W. Saavedra

/ag
Encls.
cc Diane Shearin

KOPELOWITZ, SAAVEDRA & PELOSI

ARTICLE OF INCORPORATION
OF
MILLENNIUM MARBLE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **MILLENNIUM MARBLE CORPORATION**.

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. Manufacture cultured marble products and applications;
2. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V - 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 rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 312 S.E. 17th Street, Second Floor, Ft. Lauderdale, Florida 33316 and the name of the initial registered agent at such address is Damaso W. Saavedra. The mailing address of the principal office of the corporation is 1466 Rail Head Boulevard, Naples, Florida 34110.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is two (2). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
Diane Shearin	1466 Rail Head Boulevard Naples, Florida 34110
Robert Bruce Shearin	1466 Rail Head Boulevard Naples, Florida 34110

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Damaso W. Saavedra	312 SE 17th Street, Second Floor Ft. Lauderdale, Florida 33316

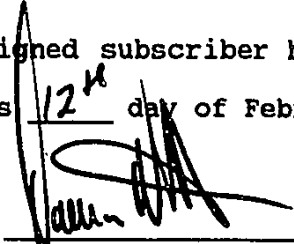
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 12th day of February, 1997.



Damaso W. Saavedra

STATE OF FLORIDA

COUNTY OF BROWARD

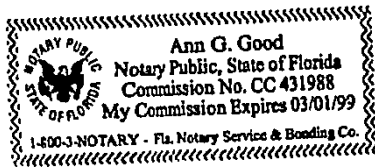
BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared **DAMASO W. SAAVEDRA**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he swore to and executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 12th day of February, 1997.



NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **MILLENNIUM MARBLE CORPORATION** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Naples, State of Florida, has named **Damaso W. Saavedra** located at 312 S.E. 17th Street, Second Floor, Ft. Lauderdale, Florida 33316 as its agent to accept service of process within Florida.

MILLENNIUM MARBLE CORPORATION


Date:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Damaso W. Saavedra
Date:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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