

*P9M000034052*

BRUNO G. UGARTE  
1280 PARTRIDGE AVENUE  
MIAMI SPRINGS, FL 33166  
PH.HOME (305) 888-3696  
OFFICE (305) 884-1410

000002142220--9  
-04/14/97--01084--020  
\*\*\*\*122.50 \*\*\*\*122.50

April 8, 1997

Corporation Division  
Dept. of State  
P.O.Box 6327  
Tallahassee, Fl 32314

RE: BRUGAR MARBLE AND GRANITE, CORP.

Dear Sirs:

Enclosed please find original and duplicate original of the proposed Articles of Incorporation together with my check for \$122.50 to cover the required fees. Also enclosed is Certificate designating place of business for service of process and naming resident agent. If in order please file the Articles and return duplicate original with Certificate.

Thank you kindly.

Sincerely yours

*B. Ugarte*  
Bruno G. Ugarte

FILED  
97 APR 14 PM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*446-97*  
*JB*

A R T I C L E S O F I N C O R P O R A T I O N  
O F

BRUGAR MARBLE AND GRANITE, CORP.

The undersigned subscriber to these ARTICLES OF INCORPORATION, a natural person, competent to contract, hereby executes same so as to form a corporation under the Laws of the State of Florida.

1. The name of the corporation is:

BRUGAR MARBLE AND GRANITE, CORP.

2. The general nature of the business to be transacted by this corporation is:

(a) To engage in the business of importing, buying, selling, install and Holding for income all types of Stone, Marble, Granite and Ceramic Tiles.

(b) To buy and sell personal property and to engage in the manufacturing of Counter Top, Vanities, Stairs and Tables in Granite and Marble.

(c) To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

FILED  
16 APR 14 PM 11:11  
TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE

(e) To purchase the corporate assets of now existent corporations and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities, or other indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as agent for any person, firm or corporation, and to enter into every type of contract which might seem to, be in the corporation's interest.

(h) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any thereof; to have and exercise all the rights now or hereafter conferred by the Laws of the State of Florida or any amendment or amendments thereto.

3. The maximum number of shares that this corporation is authorized to have outstanding at any one time is:

FIFTY SHARES OF COMMON STOCK WITHOUT NOMINAL OR PAR VALUE

The consideration to be paid for each share shall be fixed by the Board of Directors.

4. The amount of capital with which this

5. The corporation herein formed is to exist perpetually.

6. The initial post office address of the principal office of the corporation is 261 Westward Drive, Suite #103 Miami Springs, Fl 33166. The Board of Directors may from time to time move the principal office to any other address in Florida.

7. This corporation shall have ONE (1) Director initially. The number of Directors may be increased or diminished from time to time.

8. The names and addresses of the subscribers to these articles of incorporation, the number of shares each agrees to take, and the value of the consideration therefore are:

BRUNO G. UGARTE, 1280 Partridge Avenue, Miami Springs, Fl 33166

3 share Value \$600.00.

9. The names and post office addresses of the members of the first Board of Directors are:

BRUNO G. UGARTE (Pres. & Secty-Tr.) 261 Westward Drive, Suite #103, Miami Springs, Fl 33166.

10. These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders and all of the Directors sign a written

FILED  
97 APR 14 PM 11:11  
TALLAHASSEE  
SECRETARY OF STATE

11. The Board of Directors is authorized to adopt BY-LAWS, including provisions to cover the issuance of stock certificates, and prohibitions against the transfer of the stock of the corporation and of the pre-emptive rights to such stock, provided such BY-LAWS are not contrary to the Laws of the State of Florida.

12. In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First BRUGAR MARBLE AND GRANITE, CORP. desiring to organize under the Laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at 261 Westward Drive, Suite#103, Miami Springs, Fl 33166, has named BRUNO G. UGARTE at 261 Westward Drive, Suite#103, Miami Springs, Fl 33166 as its registered agent in this state.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation at Miami, Florida this \_\_\_\_\_ day of April 1997.

  
BRUNO G. UGARTE

State of Florida     )  
                              ) ss.  
County of Dade        )

I HEREBY CERTIFY that on this day, before me a NOTARY PUBLIC duly authorized in the State and County above named to take oaths and acknowledgments personally appeared

FILED  
97 APR 14 PM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

subscriber in and who executed the foregoing Articles of  
Incorporation, and acknowledged before me that he subscribed  
to same.

WITNESS my hand Official Seal at Miami, Florida this  
8<sup>th</sup> day of April, 1997.

My commission expires:

*Harold S. Cohen*  
NOTARY PUBLIC  
HAROLD S. COHEN  
COMMISSION # CC347040  
EXPIRES FEB 6, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

ACKNOWLEDGEMENT

Having been named as registered agent for the above  
stated corporation, at the place designated in the Articles  
of Incorporation, I hereby accept to act in this capacity,  
and agree to comply with the provisions of said Act relative  
to keeping open said office.

By *B. Ugarte*  
BRUNO G. UGARTE

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

FILED  
97 APR 14 PM 11:11  
TALLAHASSEE  
STATE  
FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--That BRUGAR MARBLE AND GRANITE CORP.  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation at City of Miami Springs County  
of Dade, State of Florida  
has named BRUNO G. UGARTE  
located at 261 Westward Drive, Suite 103  
(Street address and number of building,  
Post Office Box address not acceptable)  
City of Miami Springs, County of Dade,  
State of Florida, <sup>33166</sup> as its agent to accept service of process  
within this state.

SIGNATURE  
Corporate Officer

*B. Ugarte*

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT) Bruno G. Ugarte

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

SIGNATURE

By

*B. Ugarte*  
BRUNO G. UGARTE  
(Resident Agent)