

P97000051153

Peter Baldetti
5690 NW 74th Place, #303
Coconut Creek, Florida 33073
(954) 426-8166

May 16, 1997

Secretary of State
Division of Corporations
Attn: NEW CORP. FILINGS
P.O. Box 6327
Tallahassee, Florida 32301

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Re: Stonemaster, Inc.

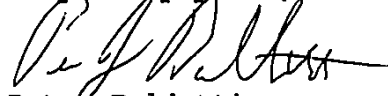
Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. I have also enclosed my check in the amount of \$122.50, which represents the filing fee for same.

Please file the original and return an acknowledgement of filing to me in the self-addressed, stamped envelope provided for your convenience.

Please do not hesitate to contact me if you have any questions concerning the foregoing.

Very truly yours,


Peter Baldetti

PB/rs
Enclosures

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DIVISION OF CORPORATIONS
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CP
6/16/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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June 4, 1997

PETER BALDETTI
5690 NW 74TH PLACE #303
COCONUT CREEK, FL 33073

SUBJECT: STONEMASTER, INC.
Ref. Number: W97000013109

We have received your document for STONEMASTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 NOT** 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.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 997A00030261

ARTICLES OF INCORPORATION

OF

STONEMASTER OF SOUTH FLORIDA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

STONEMASTER OF SOUTH FLORIDA, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address of the initial principal office of this corporation is 5690 NW 74th Place, #303, Coconut Creek, Florida, 33073. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III
PURPOSE**

To engage in any activity or business permitted under Chapter 607 of the Florida Statutes and to specifically engage in the ownership and operation of tile and marble installation businesses.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

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(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is Peter J. Baldetti. The street address of the initial registered agent of this corporation is 5690 NW 74th Place, #303, Coconut Creek, Florida, 33073.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1).

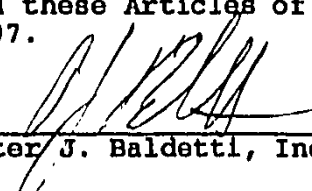
**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Articles is Peter J. Baldetti, 5690 NW 74th Place, #303, Coconut Creek, Florida, 33073.

The undersigned has executed these Articles of Incorporation this 9th day of June, 1997.



Peter J. Baldetti, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Peter J. Baldetti, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on the 9th day of June, 1997.

My Commission Expires:

Rosemary M. Shapiro
Notary Public
State of Florida at Large



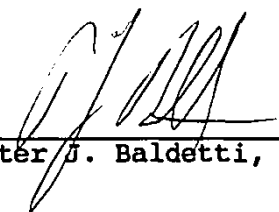
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

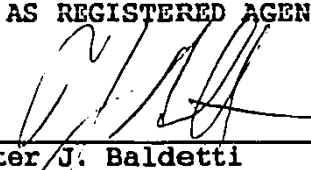
1. The name of the corporation is: **Stonemaster of South Florida, Inc.**
2. The name and address of the registered agent and office is: **PETER J. BALDETTI, 5690 NW 74th Place, #303, Coconut Creek, Florida, 33073.**


Peter J. Baldetti, Incorporator

Dated: June 9, 1997.

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 HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE 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.

Dated: June 9, 1997.


Peter J. Baldetti
Registered Agent