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1840 ITS., INC.

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FLORIDA DIVISION OF CORPORATIONS
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((H97000013692 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: 1040 I.T.S., INC.

ACCT#: 110226002335

CONTACT: HENRY PADILLO

PHONE: (305)895-3022

FAX #: (305)895-4616

NAME: MARBLE & TILE, INC.

AUDIT NUMBER.....H97000013692

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 5

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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**ARTICLES OF INCORPORATION
of
MARBLE & TILE, Inc.**

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The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is: **Marble & Tile, Inc.**

**ARTICLE II
DURATION**

The duration of the corporation shall be perpetual unless sooner dissolved according to law

**ARTICLE III
PURPOSE**

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following;

(a) Professional Installation of:

Marble Tile, Granite, Natural Stones, Glass Block

(b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

**ARTICLE IV
SHARES**

The total number of shares which the corporation shall have authority to issue is 500 shares with a par value of \$1.00 per share.

Prepared by:
1040 ITS, Inc.
by: Henry Padilla
901 NE 125th Street Suite 104
North Miami, FL 33161
Office 305-895-3022
Fax 305-895-4616

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**ARTICLE V
PRINCIPAL OFFICE**

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The street address of the principal office of the corporation in the State of Florida is:
7904 West Drive Suite 207 North Bay Village, Florida 33141; and the name of the corporations initial Registered Agent at such address is **Reynaldo Carrasco**.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

**Reynaldo Carrasco of Dade County
7904 West Drive Suite 207 North Bay Village, FL 33141**

**Katia Quintana of Dade County
7904 West Drive Suite 207 North Bay Village, FL 33141**

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator of this corporation is:

**Reynaldo Carrasco
7904 West Drive Suite 207
Dade County
North Bay Village, FL 33141**

**ARTICLE VIII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemption's, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

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**ARTICLE IX
OTHER PROVISIONS**

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Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

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**ARTICLE X
INDEMNITY**

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The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at State of Florida Dade County City of North Miami, on August 14, 1997.

(SEAL)

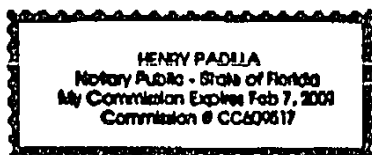
X [Signature]
Reynaldo Carrasco
7904 West Drive Suite 207
Dade County
North Bay Village, FL 33141

X [Signature]
Katia Quintana
7904 West Drive Suite 207
Dade County
North Bay Village, FL 33141

**STATE OF FLORIDA
COUNTY OF DADE**

I HEREBY CERTIFY that on this 14 day of August of 1997, personally appeared before me, the undersigned officers, duly authorized to take oaths and acknowledgments under the laws of the State of Florida, Reynaldo Carrasco and Katia Quintana, to be known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 14 day, of the month of August in the year 1997.



X [Signature]
Notary Public of the State of Florida

My Commission Expires:

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**CERTIFICATE OF DESIGNATION OF H97000013692 3
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuance to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the law of The State of Florida, Submits the following statement in designating the Registered Office/ Registered Agent, in The State of Florida.


The name of the corporation is: **Marble & Tile, Inc.**

The Name and address of the registered agent and office is:

**Reynaldo Carrasco
7904 West Drive Suite 207
Dade County
North Bay Village, FL 33141**

Having Been named as registered agent and to accept service of 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 positions as registered agent.

X


(Registered Agent Signature)8-14-97

(Date)

DIVISION OF CORPORATIONS, PO BOX 6327, TALLAHASSEE, FL 32314

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TALLAHASSEE, FLORIDA

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