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4/08/98

FLORIDA DIVISION OF CORPORATIONS  
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((H98000006756 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: CERAMICA AMERICA, INC.

AUDIT NUMBER.....H98000006756

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

CERT. OF STATUS..0

PAGES..... 4

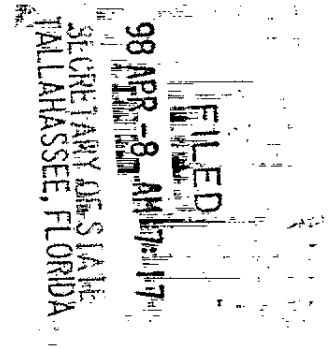
CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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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

CERAMICA AMERICA, INC.

ARTICLE I - NAME

The name of this Corporation is CERAMICA AMERICA, INC.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is  
4040 LA PLAYA BOULEVARD, COCONUT GROVE, FLORIDA 33133

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

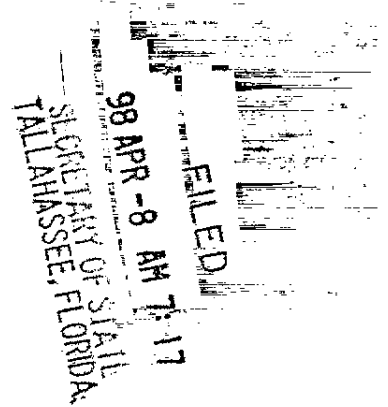
ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be  
1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

Prepared By: Kaufman Rossin & Co.  
2699 S. Bayshore Dr.  
Miami, Fl. 33133  
(305) 858-5600



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**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4040 LA PLAYA BOULEVARD, COCONUT GROVE, FLORIDA 33133, and the name of the initial registered agent of this Corporation at that address is KEITH SHARKEY.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than ONE (1). The names and address of the initial directors of this Corporation are:

MARIO KLAPPHOLZ

4040 LA PLAYA BOULEVARD  
COCONUT GROVE, FLORIDA 33133

FRED MELASI

7920 92<sup>ND</sup> AVENUE  
VERO BEACH, FLORIDA 32957

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

MIGUEL G. FARRA  
2699 S. BAYSHORE DRIVE  
MIAMI, FLORIDA 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8 day of April, 1998.

  
Incorporator

H98000006756

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STATE OF FLORIDA

COUNTY OF DADE

)  
) ss.  
)

The foregoing instrument was acknowledged before me on April 8, 1998, by Keith Sharkey, to whom is personally known to me and he did take an oath.

Michelle Moyano  
Name: Michelle Moyano  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO  
My Commission C2471216  
Expires JA 06, 1999  
Bonded by ANB  
800-832-5878

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CERTIFICATE OF REGISTERED AGENT

OF

CERAMICA AMERICA, INC.

FILED  
98 APR - 8 AM 7:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named KEITH SHARKEY, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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.

Dated this 8<sup>th</sup> day of April, 1998.

  
\_\_\_\_\_  
KEITH SHARKEY

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