

**Graciela Duarte**

3626 N.W. 101 Street  
Miami, Florida 33147

P98000101764

November 30, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

**EFFECTIVE DATE**  
12-1-98

200002702442--9  
-12/03/98--01101--016  
\*\*\*122.50 \*\*\*78.75

Re: Articles of Incorporation of Grace Tile & Nursery Supply, Inc.

Dear Sir:

Enclosed for filing with your office are duplicate originals of the Articles of Incorporation of Grace Tile & Nursery Supply, Inc.

A check in the amount of \$122.50 is enclosed, representing payment as follows:

Certified Copy	\$ 52.50
Registered Agent Designation	35.00
Filing Fee	<u>35.00</u>
<b>TOTAL</b>	<b><u>\$122.50</u></b>

After filing, please send a certified copy of the Articles of Incorporation to address of letterhead.

Sincerely yours,

*Graciela Duarte*

Graciela Duarte

GD/by  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -3 AM 9:12

ARTICLES OF INCORPORATION

OF

GRACE TILE & NURSERY SUPPLY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 DEC -3 AM 9:12

The undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE  
12-1-98

The name of this Corporation shall be Grace Tile & Nursery Supply, Inc.

ARTICLE II

This Corporation shall have the authority to engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation is authorized to issue 100 shares of common stock, \$.01 par value.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The initial registered agent of this Corporation is Graciela Duarte and the principal address and registered office address of this Corporation is 3305 N.W. 79<sup>th</sup> Avenue, Miami, Florida 33147.

ARTICLE V

This Corporation shall have 1 Director initially. The number of directors may be increased or decreased from time to time by a vote of a majority of the Shareholders, but shall never be less than one. The name and address of each initial director is:

Graciela Duarte  
3305 N.W. 79<sup>th</sup> Avenue  
Miami, Florida 33147

ARTICLE VI

This Corporation is to exist perpetually unless sooner dissolved according to law. The Corporation shall be effective as of December 1, 1998.

## ARTICLE VII

The name and street address of the incorporator is Graciela Duarte, 3305 N.W. 79<sup>th</sup> Avenue, Florida 33147.

## ARTICLE VIII

1. The Board of Directors shall adopt the initial bylaws of this Corporation. The bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any bylaw adopted by the Directors. The Directors may not alter, amend or repeal any bylaw adopted by the Shareholders, nor may the Directors adopt bylaws that would be in conflict with the bylaws adopted by the Shareholders.

2. Any incorporator or Shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, said costs and expenses to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit to the heirs, executors and administrators of any such Director or Officer.

4. A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or Officer or any firm of which any Director or Officer is a member or any Corporation of which any Director or Officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by either: (a) a vote of a majority of the Board of Directors having no interest in such contract or transaction; or (b) the written consent or vote by the holders of a majority of the outstanding shares of the stock in the Corporation entitled to vote. A Director interested in the contract or transaction that is present may participate in the meeting and may be counted for quorum



