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WILLIAM W. CARPENTER, P.A.

1416 EAST ROBINSON ST. • ORLANDO, FL 32801 • (407) 898-4100 • FAX: (407) 898-8860

April 26, 1999

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

SUBJECT: SHIPLEY MARBLE AND TILE, INC.

Dear Sir:

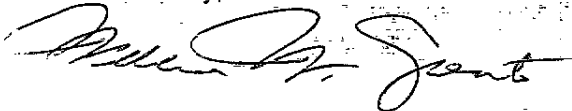
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-04/29/99--01090--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$122.50 for a filing fee and a certified copy FROM:

William W. Carpenter, Esq.  
1416 East Robinson St.  
Orlando, FL 32801  
(407) 898-4100

I have also enclosed a self addressed stamped envelope for the return of the certified copy.

Sincerely,



William W. Carpenter  
Attorney at Law

FILED  
99 APR 29 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION  
OF  
SHIPLEY MARBLE AND TILE, INC.**

**ARTICLE I - NAME**

The name of this corporation is: SHIPLEY MARBLE AND TILE, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

525 Riviera  
Altamonte Springs, Florida 32701

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "common stock".

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the common stock.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Randolph Shipley  
525 Riviera  
Altamonte Springs, FL 32701

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI - INCORPORATOR**

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

Randolph Shipley  
525 Riviera  
Altamonte Springs, FL 32701

## **ARTICLE VII - RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

## **ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

## **ARTICLE IX - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

## **ARTICLE X - INDEMNIFICATION**

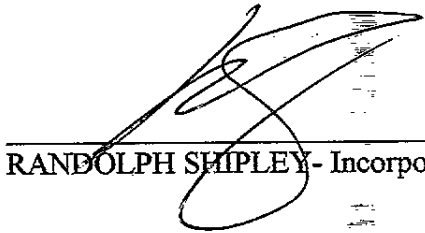
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

The undersigned incorporator has executed these Article of Incorporation this 21 day of

Apr. 1, 1999.

  
\_\_\_\_\_  
RANDOLPH SHIPLEY - Incorporator

**CERTIFICATE OF DESIGNATION OF  
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: SHIPLEY MARBLE AND TILE, INC.
2. The name and address of the registered agent is:

Randolph Shipley  
525 Riviera  
Altamonte Springs, FL 32701

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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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
(Randolph Shipley-Registered Agent)

4/26/99  
\_\_\_\_\_  
(Date)