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July 20, 1999

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-07/23/99-01037-020
****122.50 ****78.75

Bureau of Commercial Recordings
DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee 32314

RE: Mantle Magic & Architectural Details, Inc.

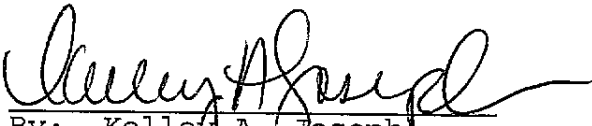
Dear Bureau of Commercial Recordings:

Enclosed please find an original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above-stated Corporation. Also enclosed is a check in the amount of \$122.50 covering the cost of filing fee and a certified copy.

Please forward the certified copy to the undersigned counsel, and I will forward it to my client.

Very truly yours,

ZIMMERMAN, JOSEPH & BAYNE, P.A.


By: Kelley A. Joseph

KAJ:ah
Enclosures
cc: Victoria DiGiulian

FILED
99 JUL 23 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 7/19/99

ARTICLES OF INCORPORATION

The undersigned incorporator(s), 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:

Mantle Magic & Architectural Details, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

431 NE 49 Street
Fort Lauderdale, FL 33334

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10000 shares

No share or shares of the corporation shall at any time be transferred to any person without either:

- A. the consent of the majority of the directors to be signified by resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors; or
- B. the consent of the shareholders of not less than 51% of all votes attached to then outstanding shares of the corporation signified either by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by each of the shareholders.

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TALLAHASSEE, FLORIDA

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ARTICLE IV INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Victoria DiGiulian
431 NE 49 Street
Fort Lauderdale, FL 33334

ARTICLE V DURATION

The duration of the Corporation is perpetual.

ARTICLE VI PURPOSE

The general purpose for which the Corporation is organized are:

- A. To engage in the business of residential and commercial decorative stone design and placement.
- B. To engage in any business or trade which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
- C. To do such things that as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

President/Secretary:

Victoria DiGiulian
431 NE 49 Street
Fort Lauderdale, FL 33334

ARTICLE VIII OTHER PROVISIONS

- 1. The board of directors may from time to time, in such amounts as it deems appropriate:
 - a. borrow money on the credit of the Corporation;

- b. issue, sell, pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
 - c. charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, franchises and undertaking, to secure any debt obligations or money borrowed, or other debt liability of the Corporation.
- 2. The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board, all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.
 - 3. The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after termination of that employment to be, shareholders of the corporation, is limited to not more than fifty (50). Two or more persons who are the joint registered owners of one or more shares shall be counted as one shareholder.
 - 4. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

ARTICLE IX INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Victoria DiGiulian
431 NE 49 Street
Fort Lauderdale, FL 33334

The undersigned incorporator has executed these Article of Incorporation this 15 day of July, 1999.


Victoria DiGiulian

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the Corporation is: Mantle Magic & Architectural Details, Inc.

2. The name and address of the initial registered agent and office is:

Victoria DiGiulian
431 NE 49 Street
Fort Lauderdale, FL 33334

Having been named registered agent and to accept service of process for the above stated corporation at the place so 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 a registered agent.

Dated this 15 day of July, 1999.


Victoria DiGiulian

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA