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JULY 19, 1999

CORPORATE RECORDING BUREAU
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-08/23/99--01014--011
*****78.75 *****78.75

WE REQUEST YOU PLEASE FILE AND FORWARD TO US A CERTIFIED PROPOSED COPY OF
SAME ENCLOSED ARTICLES OF INCORPORATION.

ENCLOSED IS OUR CHECK FOR \$122.00. THIS CONSISTS OF \$35.00 REGISTERED AGENT
FORM, \$52.50 FOR CERTIFIED COPY OF ARTICLES OF INCORPORATION AND \$35.00 FILING
FEE.

PLEASE FORWARD CERTIFIED COPY TO MARK CARNES - 18607 SAN RIO CIRCLE, LUTZ, FL.
33549.

IF YOU NEED FURTHER INFORMATION, PLEASE CALL (813) 949-8206.

THANK YOU,
MARK CARNES

Regio Enterprises

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 AUG 23 PM 12:41

FILED

813-971-1006
martha/mike

W-18553
BC 8/23

ARTICLES OF INCORPORATION
OF
RyCo ENTERPRISES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, HEREBY SET FORTH THE FOLLOWING FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES, AND IMMUNITIES OF A GENERAL FOR PROFIT CORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

RyCo ENTERPRISES, INC.

ARTICLE II: DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND SHALL COMMENCE ITS CORPORATE EXISTENCE AT THE TIME OF FILING OF THE ARTICLES IF INCORPORATED BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

ARTICLE III: PURPOSE

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS TO ENGAGE IN AND CARRY ON ALL ASPECTS OF THE PRACTICE OF CONSTRUCTION, RESIDENTIAL & COMMERCIAL, AND CARRY ON PRACTICES OF CONSTRUCTION, CONTRACTING RESIDENTIAL, COMMERCIAL, AND ANY OTHER TYPE OF CONTRACT. TO CONTRACT AND SUB-CONTRACT, TO BUY, SELL, LEASE, RENT, AND OTHERWISE DEAL IN THE PREPARATION OF CONSTRUCTION SERVICE, EQUIPMENT, AND ANY OTHER ITEMS AVAILABLE AND NECESSARY OR IN PROPER CONNECTION WITH THAT PRACTICE, INCLUDING, BUT NOT LIMITED TO, THE FOLLOWING:

- (A) TO PURCHASE, LEASE, OR OTHERWISE ACQUIRE, TO OWN, HOLD, AND OPERATE, AND TO SELL. MORTGAGE, PLEDGE, LEASE, EMPLOY, OR OTHERWISE DISPOSE, ENCUMBER, OR INVEST IN SUCH REAL ESTATE, MORTGAGES, STOCKS, BONDS, AND ALL TYPES OF PERSONAL PROPERTY, TANGIBLE AND INTANGIBLE, AS MAY BE REASONABLY REQUIRED IN THE CONDUCT OF ITS PROFESSIONAL BUSINESS AND IN CONNECTION WITH ANY OTHER PROPER BUSINESS ACTIVITY IN WHICH THE CORPORATION MAY ENGAGE.
- (B) TO ENTER INTO AND MAKE ALL NECESSARY CONTRACTS FOR THE CONDUCT OF ITS PROFESSIONAL BUSINESS WITH ANY PERSON, PARTNERSHIP, ASSOCIATION, CORPORATION, OR OTHER ENTITY, AND TO PERFORM, CARRY OUT, CANCEL, AND RESCIND THOSE CONTRACTS.
- (C) TO BORROW OR RAISE CAPITAL REASONABLY REQUIRED IN THE CONDUCT OF ITS PROFESSIONAL BUSINESS AND IN CONNECTION WITH ANY OTHER PROPER BUSINESS ACTIVITY IN WHICH THE CORPORATION MAY BE ENGAGED, AND TO EXECUTE AND DELIVER ANY INSTRUMENTS THAT MAY BE NECESSARY TO EVIDENCE THE BORROWING.
- (D) TO FORM AND BECOME A PARTICIPANT IN ANY PARTNERSHIP, LIMITED PARTNERSHIP, OR JOINT VENTURE WITH ANY OTHER INDIVIDUALS, FIRMS, CORPORATIONS, OR ENTITIES AND TO BECOME A SHAREHOLDER IN ANY

- CORPORATION FOR PROFIT, AND TO BECOME A MEMBER OF ANY ASSOCIATION, NONPROFIT CORPORATION, OR OTHER ENTITY.
- (E) TO CARRY ON ANY OTHER BUSINESS IN CONNECTION WITH AND INCIDENTAL TO ANY OF THE FOREGOING BUSINESS, TRANSACTIONS, AND DEALINGS; AND TO DO ANY OTHER ACT LEGAL UNDER THE LAWS OF THE STATE OF FLORIDA.
 - (F) TO RESTRICT THE MANNER IN WHICH THE PERSONS TO WHOM ITS CAPITAL STOCK SHALL BE ISSUED OR TRANSFERRED AND TO ENACT BYLAWS TO CARRY THESE RESTRICTIONS INTO EFFECT.
 - (G) TO DO EVERYTHING, PROPER, ADVISABLE, OR CONVIENIT FOR THE ACCOMPLISHMENT OF THE CORPORATE PURPOSE OR THE ATTAINMENT OF ANY OF THE OBJECTIVES OR THE FURTHERANCE OF ANY ACT OF THE POWERS SET FORTH IN THESE ARTICLES OF INCORPORATION, INCIDENTAL TO, PERTAINING TO, OR GROWING OUT OF ITS PROFESSIONAL SERVICE CORPORATION ACT AS CURRENTLY ENACTED AND AS MAY BE HEREAFTER AMENDED OR SUPERSEDED BY ANY OTHER STATUTE.

ARTICLE IV: PROFESSIONAL SERVICES

ARTICLE V: SHARE STRUCTURE

NUMBER AND TYPE

- 5.1 THE MAXIMUM NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE SHALL BE FIVE HUNDRED (500) SHARES OF COMMON CLASS STOCK ONLY, WITH A PAR VALUE OF ONE AND NO/100 DOLLAR (\$1.00) PER SHARE.

DIVIDENDS

- 5.2 THE SHARE HOLDERS OF THIS CORPORATION SHALL THE FULL PREEMPTIVE RIGHTS TO ACQUIRE UNUSED OR TREASURY SHARES OF THE CORPORATION, OR SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES IN SAID CORPORATION.

SHAREHOLDERS ACTION

- 5.3 TO THE EXTENT PERMISSIBLE UNDER THE LAW OF THE STATE OF FLORIDA, CONSENT BY VOTE OR OTHERWISE OF THE HOLDERS OF SHARES (OF ANY CLASS ENTITLED TO VOTE THEREON) ENTITLING THEM TO EXERCISE A MAJORITY OF THE VOTING POWER OF THE CORPORATION SHALL BE SUFFICIENT TO SUSTAIN ANY ACTION TO BE TAKEN BY THE SHAREHOLDERS OF THE CORPORATION, AND IN CASES WHERE ANY CLASS SHALL BE REQUIRED BY THE LAWS OF THE STATE OF FLORIDA TO CONSENT SEPARATELY AS A CLASS, CONSENT BY VOTE OR OTHERWISE OF THE HOLDERS OF A MAJORITY OF THE SHARES OF THAT CLASS SHALL BE SUFFICIENT TO SUSTAIN ANY ACTION TO BE TAKEN BY THE SHAREHOLDERS OF THAT CLASS,

ARTICLE VI: STATED CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS \$500.00.

ARTICLE VII: REGISTERED OFFICE AND PRINCIPAL ADDRESS

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE AND PRINCIPAL ADDRESS OF THE CORPORATION IS AS FOLLOWS, TO-WIT:

**18607 SAN RIO CIRCLE
LUTZ, FL. 33549**

ARTICLE VIII: REGISTERED AGENT

THE NAME OF THE CORPORATION'S INITIAL REGISTERED AGENT AT THE ABOVE-MENTIONED ADDRESS IS AS FOLLOWS:

MARK CARNES

ARTICLE IX: DOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL CONSIST OF ONE OR MORE MEMBERS, AND THE EXACT NUMBER THEREOF TO BE FIXED BY THE BY-LAWS OF SAID CORPORATION. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE MEMBER WHOSE NAME AND ADDRESS IS AS FOLLOWS, TO-WIT;

NAME	ADDRESS
MARK CARNES	18607 SAN RIO CIRCLE LUTZ, FL. 33549

SAID MEMBERS OF THE INTIAL BOARD OF DIRECTORS SHALL HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS, OR UNTIL THEIR EARLIER RESIGNATION, REMOVAL FROM OFFICE, OR DEATH, WHICHEVER SHALL FIRST OCCUR.

ARTICLE X: INCORPORATORS

THE FOLLOWING PERSON(S) SHALL ACT AS THE INCORPORATORS OF **RyCo ENTERPRISES, INC.** , BY SIGNING AND DELIVERING, OR CAUSING TO BE DELIVERED, SAID ARTICLES OF INCORPORATION, IN DUPLICATE, TO THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

NAME	ADDRESS
MARK CARNES	18607 SAN RIO CIRCLE LUTZ, FL. 33549

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS. THE BY-LAWS MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE CORPORATION NOT INCONSISTENT WITH THE LAW OR THE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED SUBSCRIBING INCORPORATORS, HAVE
HEREUNTO SET OUR HANDS AND SEALS THIS TWENTY THIRD DAY OF JANUARY, 1998,
FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF
FLORIDA. WE HEREBY MAKE AND FILE IN THE OFFICE OF THE SECRETARY OF STATE,
STATE OF FLORIDA, THIS CERTIFICATE OF INCORPORATION, AND CERTIFY THAT THE
FACTS HEREIN STATED ARE TRUE.

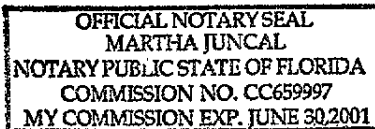
NAME
MARK CARNES

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

BEFORE ME, THIS DAY PERSONALLY APPEARED Mark A Carnes
KNOWN TO ME TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT
HE EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 19th DAY OF July, 1999.



Martha Juncal
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
personally known

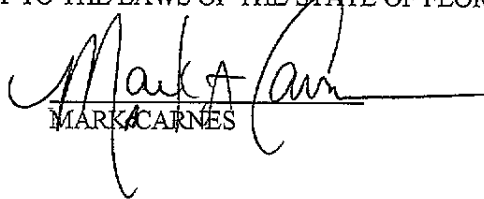
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

PURSUANT TO FLORIDA STATUTE 48.091, THE UNDERSIGNED REGISTERED AGENT DOES HEREBY ACCEPT THE DUTIES AS REGISTERED AGENT AND DESIGNATES AS HIS LOCATION FOR SERVICE OF PROCESS AS:

18607 SAN RIO CIRCLE
LUTZ, FL. 33549

THE UNDERSIGNED SHALL SERVE AS REGISTERED AGENT UNTIL OTHERWISE REMOVED OR HE SHALL RESIGN PURSUANT TO THE LAWS OF THE STATE OF FLORIDA.


MARK CARNES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA