CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Raiche, Inc.

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- ✓ Art of Inc. File
- ____ LTD Partnership File
- ____ Foreign Corp. File
- ____ L.C. File
- ____ Fictitious Name File
- ____ Trade/Service Mark
- ____ Merger File
- ____ Art. of Amend. File
- ____ RA Resignation
- ____ Dissolution / Withdrawal
- ____ Annual Report / Reinstatement
- ✓ Cert. Copy
- ____ Photo Copy
- ____ Certificate of Good Standing
- ____ Certificate of Status
- ____ Certificate of Fictitious Name
- ____ Corp Record Search
- ____ Officer Search
- ____ Fictitious Search
- ____ Fictitious Owner Search
- ____ Vehicle Search
- ____ Driving Record
- ____ UCC 1 or 3 File
- ____ UCC 11 Search J. BRYAN SEP 28 2001
- ____ UCC 11 Retrieval
- ____ Courier

Signature

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RAICHE, INC.

The undersigned subscribers to these Articles of Incorporation, natural people competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

RAICHE, INC.

ARTICLE II.

PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of acquire, renovate, restore and sell real property and all other related business.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

A. To conduct its business, locate offices and exercise the powers granted under chapter 607 of the Florida Statutes and powers stated herein, within or without the State of Florida.

B. Purchase the corporate assets of any other corporation and engage in the same character of business.

C. Acquire, enjoy, utilize and dispose of patents, copyrights, and trade marks and any licenses or other rights or interests thereunder and therein.

D. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

E. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders'

quorum or vote.

G. Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

H. Make gifts for educational, scientific or charitable purposes.

I. Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding against liability for their good faith acts and omissions to the extent provided by law.

J. Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity of arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of Subsection I hereof.

K. Enter into general partnerships, limited partnership

(whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One and 00/100 ($1.00) Dollar per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin

business shall not be less than Five Hundred and 00/100 ($500.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually beginning on the date of filing of the Articles of Incorporation with the Secretary of State's office in Tallahassee, Florida.

ARTICLE VI. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is 1703 New Jersey Road, Lakeland, Florida 33803. The Board of Directors may, from time to time, move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VII. REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and the registered office of the corporation shall be as follows:

STEPHEN J. RAICHE
1703 New Jersey Road
Lakeland, FL 33803

ARTICLE VIII. DIRECTORS

This corporation shall have two directors initially. The number of directors may be changed from time to time, as provided in the By-laws.

ARTICLE IX. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any By-laws that may be adopted by the stock-holders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be

deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such a vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X. ORIGINAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

STEPHEN J. RAICHE
1703 New Jersey Road
Lakeland, FL 33803

ARTHUR J. RAICHE
1703 New Jersey Road
Lakeland, FL 33803

The members of the first Board of Directors shall serve until their successors are elected or appointed and have been duly qualified.

ARTICLE XI. SUBSCRIBER

The names and street addresses of the subscriber to these Articles of Incorporation are:

STEPHEN J. RAICHE
1703 New Jersey Road
Lakeland, FL 33803

ARTHUR J. RAICHE
1703 New Jersey Road
Lakeland, FL 33803

The subscribers of these Articles of Incorporation hereby assign to this Corporation any and all of their rights under Section 607.161, Florida Statutes, to constitute a corporation.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous

approval or consent of the Board of Directors, proposed by them to the stockholders entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, we, STEPHEN J. RAICHE and ARTHUR J. RAICHE, the undersigned subscribers, have hereunto set our hands and seals, this 27thday of September, 2001, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

STEPHEN J. RAICHE

ARTHUR J. RAICHE

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 27th day of September, 2001, by STEPHEN J. RAICHE, who is personally known to me or who has produced n/a as identification.

Notary Public
My Commission Expires:

GAIL L. ZELLARS
MY COMMISSION # CC 952326
EXPIRES: Oct 21, 2004
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 27th day of September, 2001, by ARTHUR J. RAICHE, who is personally known to me or who has produced n/a as identification.

Notary Public
My Commission Expires:

GAIL L. ZELLARS
MY COMMISSION # CC 952326
EXPIRES: Oct 21, 2004
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: That RAICHE, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at the City of Lakeland, State of Florida has named STEPHEN J. RAICHE, located at 1703 New Jersey Road, Lakeland, Florida 33803 as its agent to accept service of process within Florida.

Signature: _____
STEPHEN J. RAICHE

Title: DIRECTOR

Signature: _____
ARTHUR J. RAICHE

Title: DIRECTOR

Date: 9/27/01

Having been named to accept service of process for the above stated corporation, at the place designated in the Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____
STEPHEN J. RAICHE

Date: 9/27/01

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TALLAHASSEE, FLORIDA