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FILED
99 DEC 27 AM 9: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 23, 1999

EFFECTIVE DATE
12-23-99

New Filings Section
Department of State
Division of Corporations
Attention: ~~Foreign and Nonprofit Section~~
409 East Gaines Street
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

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****122.50 ****78.75

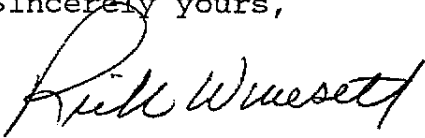
Re: RAYMER CORPORATION

Please find enclosed the original executed Articles of Incorporation for the above-referenced for-profit corporation for filing along with the Certificate Designating the Registered Agent and Place of Business for Service of Process.

Also enclosed is our firm's check in the amount of \$122.50 for the various filing fees and a certified copy. An identical copy is enclosed for your certification.

It would be appreciated if you would return the certified copy of the Articles of Incorporation directly to me at the above address.

Thank you for your assistance in this matter.

Sincerely yours,

Richard W. Winesett

RWW:cm
Enc.

PH 1/4/2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
RAYMER CORPORATION**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts these Articles of Incorporation.

EFFECTIVE DATE

12-23-99

**ARTICLE I
(Name and Mailing Address)**

The name of the corporation is RAYMER CORPORATION, and its mailing address is C/O Richard W. Winesett, Avery, Whigham & Winesett, P.A., 2248 First Street, Fort Myers, FL 33901.

**ARTICLE II
(Duration)**

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE III
(Purpose)**

The general purposes for which this corporation is organized are owning and operating a restaurant and property and equipment in connection therewith and to engage in other activities incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
(Capital Stock)**

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V
(Initial Registered Office and Registered Agent)**

The street address of the initial registered office of this

corporation is 2248 First Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is Richard W. Winesett.

**ARTICLE VI
(Preemptive Rights)**

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
(Initial Board of Directors)**

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be less than one director nor more than seven directors. The name and address of the initial director of this corporation is:

R. C. EWING
5361 Staley Road
Fort Myers, FL 33905

**ARTICLE VIII
(Incorporators)**

The name and address of the person signing these Articles is Richard W. Winesett, 2248 First Street, Fort Myers, FL 33901.

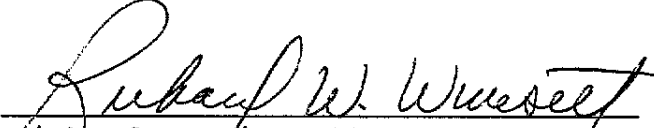
**ARTICLE IX
(Bylaws)**

The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE X
(Amendment)

This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 23rd day of December, 1999.


Richard W. Winesett, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 23rd day of December, 1999, by Richard W. Winesett, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC: _____

sign Catherine S. McQuade
print CATHERINE S. McQUADE
State of Florida at Large (Seal)
My Commission Expires:



Catherine S. McQuade
MY COMMISSION # CC688429 EXPIRES
January 2, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

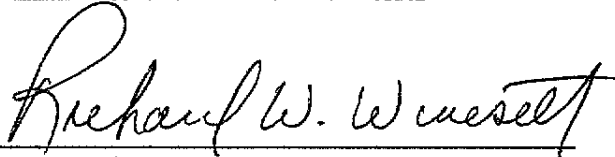
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ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of RAYMER CORPORATION, is familiar with Sections 607.0501, 607.0502, 607.0505 and 607.1508, Florida Statutes, and accepts the obligations thereunder.

EXECUTED this 23rd day of December, 1999.



Richard W. Winesett