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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : KALISH & WARD, P.A.
Account Number : 076245002115
Phone : (813)222-8730
Fax Number : (813)222-8701

FILED
00 JUL 31 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

RUDOLPH BROS., INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
RUDOLPH BROS., INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: **Rudolph Bros., Inc.**

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing of this corporation shall be:

200 South Hoover Street
Tampa, Florida 33609.

ARTICLE 3

CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be ten thousand (10,000) shares of common stock, par value \$0.01 per share (the "Common Stock")

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

Prepared and filed by:

William Kalish, Esq.
Kalish & Ward, P.A.
101 E. Kennedy Blvd., Suite 4100
Tampa, Florida 33602
Tel No.: (813) 222-8700
Fax No.: (813) 222-8701
FL BAR NO.: 216712

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3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

ARTICLE 4**REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be William Kalish. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5**BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until his or her successor has been duly elected and qualified. The name and street addresses of the directors are:

<u>Name</u>	<u>Address</u>
Ronald J Rudolph	200 South Hoover Street, Tampa, Florida 33609
Richard A Rudolph	200 South Hoover Street, Tampa, Florida 33609

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**ARTICLES OF INCORPORATION
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**ARTICLE 7
INCORPORATOR**

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

Name

Address

William Kalish

101 E. Kennedy Boulevard, Tampa, Florida 33602

**ARTICLE 8
PURPOSES AND DURATION**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

**ARTICLE 9
BYLAWS**

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

**ARTICLE 10
AMENDMENT OF ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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ARTICLES OF INCORPORATION
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ARTICLE 11
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 31st day of July, 2000.


WILLIAM KALISH

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ARTICLES OF INCORPORATION
OF RUDOLPH BROS., INC.

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, WILLIAM KALISH, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 31st day of July, 2000.



WILLIAM KALISH

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