

• LAW OFFICES OF  
PALMER & PALMER, P.A.

NANCY S. PALMER • WILLIAM D. PALMER

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Orlando, Florida 32804

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June 22, 2000

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Richard Alfonso, Inc.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation, By-Laws, Certificate of Designation of Registered Agent, and my check in the amount of \$78.75 which represent the filing fee in this matter.

Very truly yours,



William D. Palmer, Esquire

WDP:ew  
cc: Richard Alfonso, Jr.  
Enclosures

FILED  
00 JUL 31 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WCC

ARTICLES OF INCORPORATION

OF

Richard Alfonso, Inc.

FILED  
00 JUL 31 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME AND ADDRESS

The name of the corporation is Richard Alfonso, Inc. The principal office of the Corporation and its mailing address is 1112 Meadows Avenue, Orlando, Florida 32804.

ARTICLE II  
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE III  
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the foregoing and necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3117-B Edgewater Drive, Orlando, Florida 32804 and the name of the initial registered agent at such address is William D. Palmer, Esquire.

## ARTICLE VI DIRECTORS

A. The number of directors constituting the initial Board of Directors of the corporation is one. The name and address of the person who is to serve as member of the initial Board of Directors, to hold office until the First annual meeting of the shareholder of this Corporation or until their successor's are elected or appointed and have qualified are:

Name	Address
Richard Alfonso, Jr.	1112 Meadows Avenue, Orlando, FL 32804

B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

E. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

F. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

## ARTICLE VII INCORPORATORS

The name and address of each incorporator is:

Richard Alfonso, Jr.	1112 Meadows Avenue, Orlando, FL 32804
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ARTICLE VIII  
LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

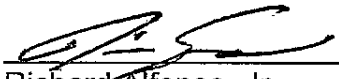
ARTICLE IX  
AMENDMENT TO ARTICLES

These articles of incorporation may be amended in the manner provided by law. Every amendment which requires shareholder approval shall be approved by the board of directors, proposed by them to the shareholders as required by law, and approved at a shareholders' meeting by the holders of a majority of the stock issued, outstanding and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

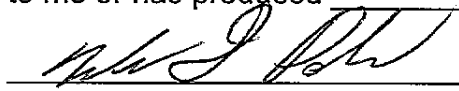
ARTICLE X  
BY-LAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

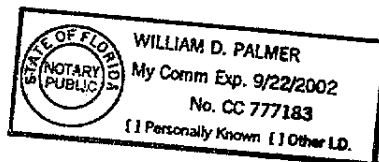
Executed by the undersigned at Orlando, Florida on <sup>JULY 20</sup> ~~JUNE~~ \_\_\_, 2000.

  
\_\_\_\_\_  
Richard Alfonso, Jr.  
Incorporator

Sworn and Subscribed before me Richard Alfonso, Jr. who is personally known to me or has produced \_\_\_\_\_ as I.D.

  
\_\_\_\_\_  
NOTARY

My commission expires:



# The Department of State, Tallahassee, Florida 32304

## 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 607.0505 of the Florida General Corporation Act, the following is submitted:

Richard Alfonso, Inc., with its principle place of business at 1112 Meadows Avenue, Orlando, Florida 32804, has named William D. Palmer, Esquire, located at 3117-B Edgewater Drive, Orlando, Florida as its agent to accept services of process within Florida.

Dated <sup>JUL 20</sup> June , 2000.

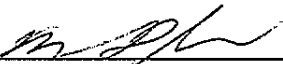


Chief Executive Officer/Treasurer  
Richard Alfonso, Jr.

FILED  
00 JUL 31 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative and proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida General Corporation Act.

Dated <sup>JUL 20</sup> June , 2000.



William D. Palmer, Esquire  
Registered Agent