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JAMES, HOYER, NEWCOMER & SMILJANICH P.A.

ATTORNEYS AT LAW

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JAN 16 PM 4:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Emily A. Peacock
Mike Peacock
Elaine Scudieri Stromgren
Terry A. Smiljanich
John A. Yanchunis

Investigators:
Ronald H. Jordan
Frank Martelli
Allen H. McCreight
Brooke D. Roberts
Alfred W. Scudieri

REPLY TO: Tampa

November 30, 2000

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-12/04/00--01129--011
*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re:

R. Monte & Co., Inc.
C.A.M., Inc.

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above-captioned corporation, along with our client's check in the amount of \$78.75, representing payment of the filing fee, certified copy of the Articles of Incorporation and Designation of Registered Agent.

Please return, to my attention, the certified copy of the Articles of Incorporation as soon as possible. Thank you for your attention to this matter.

Very truly yours,

John R. Newcomer
John R. Newcomer, Jr.

(Signed in my absence to avoid delay)

JRN/pt
Enclosures

W-28503
Pat 12/8/00
Pat 1/16/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 8, 2000

JAMES, HOYER, NEWCOMER ET AL
4830 W KENNEDY BLVD, SUITE 147
TAMPA, FL 33609

SUBJECT: C.A.M., INC.
Ref. Number: W00000028909

We have received your document for C.A.M., INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 800A00062175

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Investigators:
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Alfred W. Scudieri

REPLY TO: Tampa

January 12, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attention: Pamela Hall
Document Specialist

Re: Subject: C.A.M., Inc.
Ref. No.: W00000028909
Letter No.: 800A00062175

Dear Ms. Hall:

I am in receipt of your letter dated December 8, 2000, wherein you informed me that the Articles of Incorporation for C.A.M., Inc. could not be filed because the name designated was unavailable. Therefore, we have selected a new name and have made corrections to all appropriate places on the Articles of Incorporation as well as the Statement of Registered Agent. Please file the Articles of Incorporation using the check in the amount of \$78.75 that was previously forwarded to you.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

John R. Newcomer, Jr.

JRN/pt
Enclosure

ARTICLES OF INCORPORATION
OF
RMonte & Co., Inc.

FILED
01 JAN 16 PM 4: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, being natural persons competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be: RMonte, Inc.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law and shall commence corporate existence upon the filing of these Articles by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of warehousing and fulfillment of merchandise orders, and all things subsidiary, necessary, ancillary, or convenient for carrying out and into effect the purposes and objects of the corporation, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States:

ARTICLE FOUR

This corporation is authorized to issue 1,000,000 shares of one cent (\$0.01) par value common stock which shall be designated "Common Stock." Such shares shall be entitled to receive the net assets of the corporation upon dissolution.

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial principal office and mailing address of this corporation is 4830 W. Kennedy Boulevard, Suite 147, Tampa, Florida 33609, and the name of the initial registered agent of this corporation is Richard Monteleone, whose post office address and mailing address is 4830 W. Kennedy Blvd., Suite 147, Tampa, Florida 33609.

ARTICLE SEVEN

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NAME

STREET ADDRESS

Richard Monteleone

4830 W. Kennedy Blvd., Suite 147
Tampa, Florida 33609

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions

of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified are:

NAME and OFFICE

STREET ADDRESS

Richard Monteleone, President,
Vice President, Secretary and
Treasurer

4830 W. Kennedy Blvd., Suite 147
Tampa, Florida 33609

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation unless expressly agreed upon by said officer or director.

ARTICLE THIRTEEN

The name of the person signing these Articles of Incorporation as incorporator is Richard Monteleone.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 28th day of November ~~20~~, 2000.

Richard Monteleone
RICHARD MONTELEONE, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this the 28th day of November, 2000.

C. Patricia Till
NOTARY PUBLIC, State of Florida

My Commission Expires:



**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE**

FILED
01 JAN 16 PM 4: 1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and 607.0501 and 607.0505, Fla. Stats. 1996, the following
is submitted in compliance with said Act:

First, **RMonte & Co., Inc.**, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named **RICHARD MONTELEONE**, whose address is **4830 W. Kennedy Boulevard, Suite 147, Tampa, Florida 33609**, County of Hillsborough, as its Registered Agent.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the provisions of the above-referenced act. I am familiar with and accept the obligations of the position of Registered Agent.

By: *Richard Monteleone*
RICHARD MONTELEONE
(Registered Agent)