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CHARLES F. WHEELER, P.A.

ATTORNEYS AT LAW

871 Venetia Bay Blvd., Suite 350  
Venice, Florida 34292

Charles F. Wheeler  
Frank C. Wheeler

Mailing Address:  
P.O. Box 1744  
Venice, Florida 34284

941-485-5486  
Fax: 941-484-4786

March 9, 2001

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of Revenue  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Roebuck Capital Management, Inc.

Dear Sir or Madam:

Enclosed please find an original Articles of Incorporation for Roebuck Capital Management, Inc., Inc. to be filed with the State of Florida.

Please forward us a certified copy via the U.S. Mail. We have enclosed our check in the amount of \$78.75 representing payment of the filing fee, registered agent designation and certified copy.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact us.

Best regards.

Very truly yours,

*Frank C. Wheeler*

Frank C. Wheeler

FCW/tmw  
Enclosures

3/14/01  
FILED  
2001 MAR 12 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

**Articles of Incorporation of**

2001 MAR 12 PM 3:08

**ROEBUCK CAPITAL MANAGEMENT, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended the ("ACT").

**ARTICLE 1: NAME**

Name of the Corporation shall be: ROEBUCK CAPITAL MANAGEMENT, INC.

**ARTICLE 2: DURATION**

The date of commencement of corporate existence shall be the date the Articles of Incorporation are filed with the Secretary of State, and the period of duration of the corporation shall be perpetual.

**ARTICLE 3: PURPOSE AND POWERS**

In general to have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, specifically including the provisions of Florida Statute §607.0302, and its amendments, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

**ARTICLE 4: STOCK**

The corporation shall have authority to issue 10,000 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

**ARTICLE 5: PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS**

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issued Shares for Other Than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share

## ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The principal office address of the corporation is: 705 Armada Road North, Venice, Florida 34285.

The registered office address is: 705 Armada Road North, Venice, Florida 34285. and the name of the initial registered agent of the corporation at such address is: FRANK M. ROEBUCK, JR.

## ARTICLE 7: DIRECTORS

The initial Board of Directors shall consist of ONE member. The name and address of the person who is to serve as director until the first annual meeting of shareholders or until the successor is elected and qualified, or until the earlier resignation, removal from office or death, is as follows:

FRANK M. ROEBUCK, JR., 705 Armada Road North, Venice, Florida 34285

## ARTICLE 8: OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

FRANK M. ROEBUCK, JR.                      705 Armada Road North, Venice, Florida 34285  
President and Treasurer

TRACI R. WHEELER                              705 Armada Road North, Venice, Florida 34285  
Vice President

FRANK M. ROEBUCK, III                      705 Armada Road North, Venice, Florida 34285  
Vice President

MARY FRANCES ROEBUCK                      705 Armada Road North, Venice, Florida 34285  
Secretary

## ARTICLE 9: INCORPORATOR

The name and address of the incorporator of this corporation is:

FRANK M. ROEBUCK, JR., 705 Armada Road North, Venice, Florida 34285

## ARTICLE 10: PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION.

10.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

10.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. the Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 9 day of March, 2001.

Donna L. Russano  
Printed: **DONNA L. RUSSANO**  
Witness # 1

FRANK M. ROEBUCK, JR.  
FRANK M. ROEBUCK, JR.

Tanya M. Weiss  
Printed: **TANYA M. WEISS**  
Witness # 2

**FILED**  
2001 MAR 12 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

State of Florida  
County of Sarasota

**TANYA M. WEISS**

I, Tanya M. Weiss, Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that FRANK M. ROEBUCK, JR., being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts herein stated.

WITNESS my hand and official seal this 9 day of March, 2001.

My commission expires: **TANYA M. WEISS**  
Notary Public, State of Florida  
My comm. expires Jan. 6, 2005  
Comm. No. CC989538  
ID 68655  
Bonded Thru Service Insurance Company, Inc.

Tanya M. Weiss  
Notary Public **TANYA M. WEISS**

I, FRANK M. ROEBUCK, JR., having been named as Registered Agent in the foregoing Articles of Incorporation, hereby simultaneously accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

FRANK M. ROEBUCK, JR.  
FRANK M. ROEBUCK, JR.