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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

RAINES ASSETS (FLORIDA), INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
RAINES ASSETS (FLORIDA), INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, licensed or otherwise legally authorized to practice accounting by and within the State of Florida, hereby acting as incorporators for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is RAINES ASSETS (FLORIDA), INC., and its principal office address is: 1 Beach Drive S.E., Suite 220, St. Petersburg, Florida, 33701; and its mailing address is: 1 Beach Drive S.E., Suite 220, St. Petersburg, Florida, 33701.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

RICHARD P. CATON, ESQUIRE
WILLIAMSON, DIAMOND & CATON, P.A.
7843 Seminole Boulevard
Seminole, Florida
(727) 398-3600

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ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1 Beach Drive S.E., Suite 220, St. Petersburg, Florida, 33701, and the name of the initial registered agent is THOMAS ROBERGE.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three (3) Directors, initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
PIERCE HARLEY	1 Beach Drive S.E., Suite 220, St. Petersburg, Florida, 33701
NEAL HARLEY	1 Beach Drive S.E., Suite 220, St. Petersburg, Florida, 33701
THOMAS ROBERGE	1 Beach Drive S.E., Suite 220, St. Petersburg, Florida, 33701

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS ROBERGE	1 Beach Drive S.E., Suite 220, St. Petersburg, Florida, 33701

ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of June, 2001.

TR
THOMAS ROBERGE

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 20th day of June, 2001.

TR
THOMAS ROBERGE, Registered Agent

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