

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000086840

F&C Inc.

200004565532--9
-08/31/01--01030--011
*****78.75 *****78.75

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 31 AM 11:20
NOT DELIVERED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ✓ Art of Inc. File
LTD Partnership File
Foreign Corp. File
L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
✓ Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
Courier

FILED
01 SEP -4 PM 2:36
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

W01-20418
8/31



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 31, 2001

CAPITAL CONNECTION, INC.

SUBJECT: F & C, INC.
Ref. Number: W01000020412

We have received your document for F & C, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(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.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 401A00049705

Corrected
RECEIVED
01 SEP -4 PM 12:25
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

R Pinnacle Co.---

FILED
01 SEP -4 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this Corporation is R Pinnacle Co.

ARTICLE II

Term of Corporate Existence

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

Purpose

The purposes for which the Corporation is organized are:

(a) To own, conduct, operate, maintain and carry on the business of a construction business, and to do any and all things necessary and pertinent to said business.

(b) The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(c) To acquire by purchase, or otherwise, for investment or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of, for cash or on credit by conveyance, agreement for deed, or other lawful instrument, real estate, or mixed property, located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner, agent or broker, in real estate personal and mixed property and any interest or estate therein, including subdivision, apartment houses, residences, stores, office buildings, manufacturing sites, and the lots or parcels of land upon which they may be located, and to create, own,

lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to an investor in real and personal property.

(d) To lend and borrow money, be a surety, execute bail bonds and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges, and or other securities for the payment of same.

(e) To acquire by purchase, subscription, or otherwise, and mortgage, pledge, or otherwise dispose of bonds, notes or other securities or evidences of indebtedness, and the shares of capital stock created and issued by any other corporation or corporations, association or associations, and to purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidence created by or issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all rights, powers and privileges as such ownership, including the right to vote the same, and to do any and all lawful acts or things designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness and to guarantee dividends upon shares of the capital stock of any other corporation in which this corporation, at any time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, or either thereof, of notes, bonds or other evidences of indebtedness created by issue or such corporation; to deal in its own stocks or brokerage business.

ARTICLE IV

Authorized Shares

The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of \$.10 per (ten cents) share.

ARTICLE V

Initial Principal Address

The address of the principal office is 4 Oceans West Blvd, Unit 804D, Daytona Beach, Florida, 32118.

ARTICLE VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is 408 N. Wild Olive Avenue, Daytona Beach, Florida, 32118, and the name of the initial registered agent at such address is R. Eugene Tamm.

Having been named to accept service of process for the above stated Corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

ARTICLE VII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of 2 Directors.

ARTICLE VIII

Initial Board of Directors

The name and address of the person who shall serve as Director until the First Annual Meeting of Shareholders, and thereafter, or until his or her successors have been elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
Carol Rezende	4 Oceans West Blvd Unit 804D Daytona Beach, Florida, 32118
Frank Rezende	4 Oceans West Blvd Unit 804D Daytona Beach, Florida, 32118

ARTICLE IX

Initial Incorporator

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Address</u>
Carol Rezende	4 Oceans West Blvd Unit 804D Daytona Beach, Florida, 32118
Frank Rezende	4 Oceans West Blvd Unit 804D Daytona Beach, Florida, 32118

ARTICLE X

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation, which may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

ARTICLE XI

Indemnification of Directors and Officers

1. The Corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person or an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his or her capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was

unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or by reason of his or her being or having been a director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal deem proper.

2. Any indemnification under Section (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amount for which director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (a) by the Board of Directors by a majority vote of quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if

obtainable a quorum consisting of stockholders who were not parties to such action, suit or proceedings.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under application law.

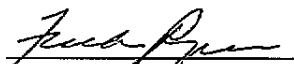
ARTICLE XII

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

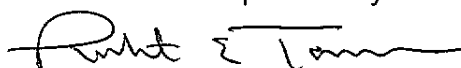
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Volusia County, Florida, on this 30 day of August 2001.


Carol Rezende, Incorporator


Frank Rezende, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

THE FOREGOING instrument was acknowledged before me this ____ day of August by Carol Rezende who personally appeared before me and who is personally known to me and Frank Rezende who personally appeared before me and who is personally known to me.


Notary Public, State of Florida

My Commission Expires:



Robert E. Tamm
MY COMMISSION # CC827337 EXPIRES
May 1, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

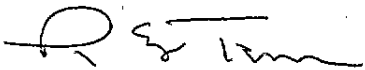
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

FIRST: That R Pinnacle Co desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 4 Oceans West Blvd, Unit 804D, Daytona Beach, County of Volusia, State of Florida, has named R. Eugene Tamm, located at 408 N. Wild Olive, Daytona Beach, Florida, 32118, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

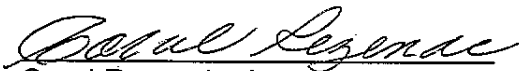
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



R. Eugene Tamm, Registered Agent

8-30-01

Date



Carol Rezende, Incorporator

8-30-01

Date



Frank Rezende, Incorporator

8/30/01
Date

FILED
01 SEP -4 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA