

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Richard's Endeavors, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

These Articles of Incorporation are adopted for the purpose of forming a corporation under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

ARTICLE ONE: NAME

The name of the corporation is Richard's Endeavors, Inc. and the address of its principal office is 1650 Barber Road, Bradenton, Florida 34240, until and unless such address is subsequently changed by the corporation.

ARTICLE TWO: COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence upon the filing of these Articles of Incorporation with the Florida Department of State and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted corporations under Florida law.

ARTICLE FOUR: CAPITALIZATION

The corporation shall have the authority to issue ten-thousand (10,000) shares of common stock with a par value of one dollar (\$1.00) per share. The shares of stock may be issued for such consideration, having a value not less than the par value thereof, as is determined from time to time by the Board of Directors, to be paid in cash, in property, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for such shares has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE FIVE: DIRECTORS

The corporation shall have an initial Board of four Directors. The number of Directors may thereafter be changed from time to time in accordance with the By-Laws of the corporation. The initial Directors shall hold office until the election of successor Directors by the shareholders or until earlier resignation or removal in accordance with the By-Laws of the corporation and Florida law. The following persons shall be the initial Directors of the corporation:

Mark Egan, 3208 Cambridge Drive West, Bradenton, Florida 34205

Clyde J. St. Leon, 1603 1st Avenue West, Bradenton, Florida 34205

Bert L. Swain, 110 23rd Street West, Bradenton, Florida 34205

John A. Rorer, 3808 Wisteria Street, Sarasota, Florida 34232

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ARTICLE SIX: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors; however, the Shareholders may also adopt, alter, amend, or repeal By-Laws in which event the Shareholders may provide in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Directors.

ARTICLE SEVEN: AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of not less than seventy-five percent (75%) of the majority of the voting stock of the corporation then outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE EIGHT: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is to be at 3908 26th Street West, Bradenton, Florida 34205, and the initial Registered Agent at that address is Marc H. Feldman. Such registered office and agent may be changed by the corporation upon filing a proper notice of such change with the Florida Department of State.

ARTICLE NINE: PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in 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 the Shareholder 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 days after receipt of a notice in writing from the corporation, stating the price, terms, and conditions of the issue of shares, and inviting the Shareholder to exercise such preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty days of receipt of notice from the corporation.

ARTICLE TEN: CUMULATIVE VOTING

Every share of common stock in the corporation is entitled to one vote. At each election of Directors, every Shareholder who is entitled to vote in such election shall have the right to cumulate votes by multiplying the number of votes such Shareholder is entitled to cast by the number of Directors for whom such Shareholder is entitled to vote, the product thus obtained shall be the total number of votes which such Shareholder can cast in such election, whether for a single candidate or by distributing such total product among two or more candidates.

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ARTICLE ELEVEN: QUORUM REQUIREMENTS

A quorum of Directors shall consist of two-thirds of the total number of seats on the Board of Directors.

A quorum of Shareholders shall consist of two-thirds of the shares of stock entitled to vote at a meeting of such Shareholders.

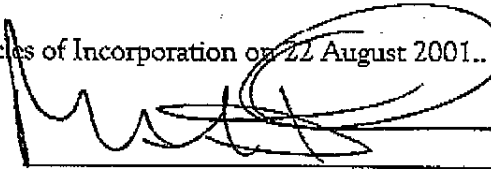
ARTICLE TWELVE: INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by law and any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, investigative, or otherwise) by reason of the fact that such person is or was a Director, officer, employee, or agent of the corporation or serves or served in any other enterprise at the request of the corporation.

ARTICLE THIRTEEN: INCORPORATOR

This corporation is being formed by Marc H. Feldman, 3908 26th St W, Bradenton, FL 34205.

In Witness Whereof, I subscribe to these Articles of Incorporation on 22 August 2001..


Marc H. Feldman

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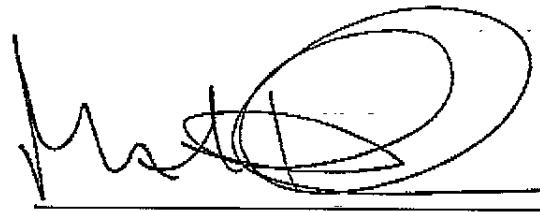
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Marc H. Feldman, accept my appointment as Registered Agent for Richard's Endeavors, Inc. and will maintain the registered office of the corporation in Manatee County, Florida, at 3908 26th Street West, Bradenton, Florida 34205-3510.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida Law.

Dated: 22 August 2001.


Marc H. FeldmanFax Audit No:
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