

H01000117523

Florida Department of State
Division of Corporations
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(((H01000119458 7)))

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FLORIDA PROFIT CORPORATION OR P.A.
RAPTOR INVESTMENTS, INC.

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Estimated Charge	\$78.75

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8



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 10, 2001

ATLAS

SUBJECT: RAPTOR INVESTMENTS, INC.
REF: W01000028068

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

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Gina McLeod
Document Specialist
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FAX Aud. #: H01000119458
Letter Number: 701A00064887

H01000119458 7

December 7, 2001

New Filings Section
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Withdrawal of Foreign Qualification of Raptor Investments, Inc. (the "Company")
Document No: F01000005639

Dear Sir or Madam:

The undersigned, as Director, President and CEO of Raptor Investments, Inc., a Delaware corporation ("Raptor Delaware"), withdraws the Company's Application to Transact Business in Florida, filed on October 26, 2001, and further releases any hold in connection with the name "Raptor Investments, Inc." solely for the purpose that the name be available for the simultaneous incorporation and filing of domestic Articles of Incorporation of Raptor Investments, Inc., a Florida corporation and wholly owned subsidiary of Raptor Delaware..

Very truly yours,

Raptor Investments, Inc.


Paul Lovito
Director, President and CEO

H01000119458 7

H01000119458 7

**ARTICLES OF INCORPORATION
OF
RAPTOR INVESTMENTS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: RAPTOR INVESTMENTS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2855 N. University Drive, Suite 320, Coral Springs, FL 33065.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ROXANNE K. BELL, ESQ., FLA. BAR #851450
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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H01000119458 7

H01000119458 7

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be one hundred million (100,000,000) shares of common stock, par value \$.01 per share, and five million (5,000,000) shares of preferred stock, par value \$.01 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The street address of the initial registered office of the corporation is 2855 N. University Drive, Suite 320, Coral Springs, FL 33065, and the name of its initial registered agent at such address is Paul F. Lovito, Jr..

H01000119458 7

H01000119458 7

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have three (3) Directors initially.

**ARTICLE VIII
INITIAL DIRECTOR**

The names and addresses of the initial Directors of this Corporation are:

Paul F. Lovito, Jr.
2855 N. University Drive, Suite 320
Coral Springs, FL 33065

Matthew J. Lovito
2855 N. University Drive, Suite 320
Coral Springs, FL 33065

Marc A. Lovito
2855 N. University Drive, Suite 320
Coral Springs, FL 33065

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Paul F. Lovito, Jr., 2855 N. University Drive, Suite 320, Coral Springs, FL 33065.

H01000119458 7

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H01000119458 7

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

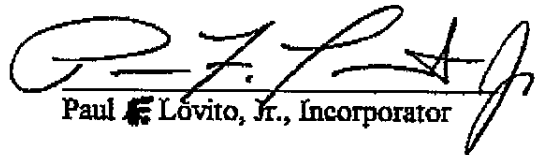
**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 6th day of November, 2001.


Paul F. Lovito, Jr., Incorporator

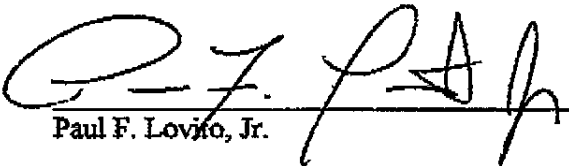
H01000119458 7

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

RAPTOR INVESTMENTS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2855 N. University Drive, Suite 320, Coral Springs, FL 33065, has named Paul F. Lovito, Jr., 2855 N. University Drive, Suite 320, Coral Springs, FL 33065, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Paul F. Lovito, Jr.

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