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STEPHEN O. PARKER

348 EAST ADAMS STREET JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 355-7750 FAX (904) 355-2800

March 4, 2005

Secretary of State Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Re: Articles of Incorporation of R. Winger, Inc.

Dear Sir:

Enclosed herewith are the Articles of Incorporation for R. Winger, Inc. to be to filed in your office. Also enclosed is my check for \$78.75 to cover the filing fee and certified copy cost.

Please return the certified copy and other documents directly to Stephen O. Parker, Esquire, 348 East Adams Street, Jacksonville, Florida 32202.

Thank you for your assistance in this matter.

Sincerely, - Stephen O. Parker-

SOP/cb Enclosures



#### **ARTICLES OF INCORPORATION**

OF

#### **R. WINGER, INC.**

We, the undersigned, do hereby form a corporation, and for such purpose we hereby make,

execute, and adopt the following Articles of Incorporation.

#### ARTICLE 1

<u>Name</u>

The name of this corporation shall be: R. WINGER, INC..

#### ARTICLE II

#### Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE III

#### **Duration**

The term for which this corporation shall exist shall be perpetual commencing on the date

of acceptance and filing of these articles by the Florida Department of State.

#### ARTICLE IV

#### Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

#### Incorporators

The name and address of the person signing these articles is:

#### RUSSELL RICHARD WINGER 9124 Cochise Lane

Port Richey, Florida 34668

#### ARTICLE VI

#### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

#### ARTICLE VII

#### Preemptive Rights

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VIII

#### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9124 Cochise Lane, Port Richey, Florida 34668, and the name of the initial registered agent of this corporation at this address is **RUSSELL RICHARD WINGER**.

#### <u>ARTICLE IX</u>

#### Principal Mailing Address

The principal mailing address of the Corporation shall be, 9124 Cochise Lane, Port Richey, Florida 34668.

#### ARTICLE X

#### Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial director(s) of this corporation are:

#### **RUSSELL RICHARD WINGER**

9124 Cochise Lane Port Richey, Florida 34668

#### ARTICLE XI

#### **Officers**

The names and post office addresses of the officers of this corporation who shall hold

office for the first year of the corporation, or until their successors are elected or appointed and

have qualified are as follows:

President/	RUSSELL RICHARD WINGER
Secretary/	9124 Cochise Lane
Treasurer	Port Richey, Florida 34668

#### ARTICLE XII

#### Shareholders Ouorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### ARTICLE XIII

#### Indemnification

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

#### <u>ARTICLE XIX</u>

#### Amendment

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this  $\underline{26}$  day of  $\underline{February}$ , 2005.

## RUSSELL RICHARD WINGER

#### STATE OF FLORIDA

COUNTY OF DUVAL

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **RUSSELL RICHARD WINGER**, who produced a driver's license as identification or who is personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein described. WITNESS my hand and official seal this  $26^{\text{H}}$  day of <u>February</u>, 2005, at nville, County and State aforesaid.

Jacksonville, County and State aforesaid.



Notary Public, State of Florida.

### 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. WINGER, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named **RUSSELL RICHARD WINGER**, 9124 Cochise Lane, Port Richey, Florida 34668, as its agent to accept service of process within this State.

#### ACKNOWLEDGMENT

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



RUSSELL RICHARD WINGER, Resident Agent.