

P95000008239

Rector &
Associates, Inc.
Accountants

7424 State Road 52 • Tallahassee, Florida 32307
(813) 849-5322 • (813) 848-2053 • Fax (813) 849-1740

Eileen M. Rector
Enrolled to practice before
Internal Revenue Service

January 25, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500001391175
-01/27/95--01030--019
****122.50 ****122.50

Dear Gentlemen:

Enclosed is an original and one copy of the articles of incorporation and check number 17172 in the amount of \$122.50 for the filing fee and certified copy for R. Foxes Enterprises, Inc.

Also, enclosed is a self-addressed, stamped Express Mail envelope to expedite this paperwork back to our office.

Thank you,

RECTOR AND ASSOCIATES, INC.
ACCOUNTANTS

EILEEN M. RECTOR
E.A., A.T.A., A.T.P.

enclosures

Eileen M Rector

FILED
1995 JAN 26 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1308
2/10/95
P95-8239

CERTIFICATE OF INCORPORATION
OF
R. FOXES ENTERPRISES, INC.

We, the undersigned, hereby make, subscribe, acknowledge and file this certificate for the purpose of creating a corporation under the laws of the state of Florida

I. NAME

The name of this corporation shall be:

R. FOXES ENTERPRISES, INC.

II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- A. To own and operate a commercial building.
- B. To purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign, and transfer or otherwise dispose of, and to develop, invent, trade, deal in and deal with goods, wares, merchandise and any other real or personal property of every class and description whatsoever.
- C. To engage in any other activity or business permitted under the laws of the United States and of the State of Florida.

III. CAPITAL

The maximum amount of capital stock authorized for this corporation shall be one thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar per corporation share.

The amount of capital with which this shall begin business is One Thousand (\$1,000.00) Dollars.

IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

V. CORPORATE ADDRESS

The street address of the principal office of this corporation shall be:
7428 State Road 52
Hudson, Florida 34667.

FILED
JUN 29 AM 10:10
STATE
TALLAHASSEE, FLORIDA

VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Eileen M. Rector
7428 State Road 52
Hudson, FL 34667

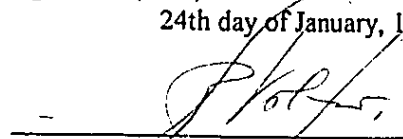
VII. DIRECTORS

- A. The initial number of directors shall be two (2), which may be changed number from time to time by amendment to this certificate as hereinafter provided.
- B. The names and post office addresses of the members of the first Board of Directors and their respective offices are as follows:

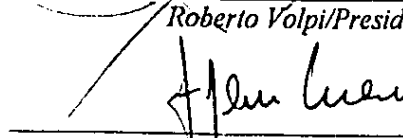
President: Roberto Volpi
C. Pino 18
Post Box 28
38683 Los Gigantes, Spain

Secretary-Treasurer: Cesare Jogan
7428 State Road 52
Hudson, FL 34667

The undersigned has(have) executed these Articles of Incorporation this
24th day of January, 1995



Roberto Volpi/President



Cesare Jogan/Secretary-Treasurer

VIII. ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent.

IX. SUBSCRIBER

The name and post office address of the subscriber to this certificate of incorporation, and the number of shares he shall purchase and the consideration therefore are:

Cesare Jogan	500 shares	\$500.00
7428 State Road 52		
Hudson, Florida 34667		

Roberto Volpi	500 shares	\$500.00
C. Pino 18		
Post Box 28		
38683 Los Gigantes, Spain		

X. AMENDMENT

This certificate of incorporation may be amended in whole or in part at any properly convened stockholders' meeting upon approval of the stockholders holding an aggregate of at least three-fourths (3/4th) of the stock entitled to vote thereon present or represented by proxy at said meeting.

XI. ADDITIONAL PROVISIONS

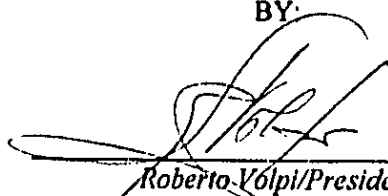
The following additional provisions for the regulation of the business and for the conduct of affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of this Certificate of Incorporation.

1. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

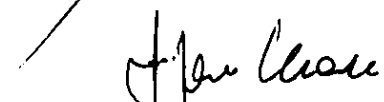
Signed this 24th day of January, 1995

R. FOXES ENTERPRISES, INC.

BY:



Roberto Volpi/President



Cesare Jogan/Secretary-Treasurer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designated the registered office / registered agent, in the state of Florida.

1. The name of the corporation is:

R. FOXES ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

Eileen M. Rector
7428 State Road 52
Hudson, FL 34667

Signature: _____

(CORPORATE OFFICER)

Title: _____

PRESIDENT

Date: _____

01-25-95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Eileen M. Rector, EA

DATE: _____

1-25-95

FILED
1995 JAN 26 AM 10:11
STATE
TALLAHASSEE, FLORIDA

P95000008239

R. FOXES ENTERPRISES, INC.
7428 State Road 52
Hudson, Florida 34667
813-868-2053

February 24, 1995

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

200001422592
-03/07/95--01064--009
*****43.75 *****43.75

Gentlemen:

Enclosed you will find our check in the amount of \$43.75 to record the Amendment to Article I of our corporate charter changing our name to the following:

R. Foxes, Inc.

A certificate of status is also requested.

Thank you,

Eileen M. Rector
EILEEN M. RECTOR
REGISTERED AGENT

FILED
95 MAR -6 PM 12:47
TALLAHASSEE, FLORIDA

WJ
P9500 008239
N.C. 11-1-95
35 6-95

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
R. FOXES ENTERPRISES, INC.

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENT TO ARTICLE I.

The name of this corporation has been changed to:

R. FOXES, INCORPORATED

The date this amendment was adopted was:
JANUARY 28, 1995

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for the approval.

FILED
95 MAR -6 PM 12:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Signed this day 23rd day of February, 1995

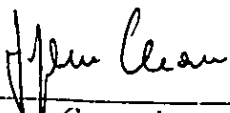
Cesare Jogan
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator adopted by the incorporators)


Cesare Jogan
Secretary/Treasurer