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February 23, 1995

VIA OVERNIGHT DELIVERY

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

Re: Articles of Incorporation - Raygold, Inc.
Our File No.: 333.10

Dear Sirs:

Enclosed please find an original and copy of Articles of Incorporation, for the above-referenced corporation along with our firm check in the amount of \$122.50 for incorporation fee of the above.

Please return the certified copy of the Articles in the self-addressed, stamped envelope I have provided. Thank you.

Very truly yours,

MARKS & MARKS, P.A.


Leonard H. Marks, Esquire

LHM/njk
Enclosures

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MA. Marks GAVE
AUTHORIZATION BY PHONE TO
CORRECT add RA accep.
DATE 2/27
BY STala

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TALLAHASSEE, FLORIDA
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****122.50 ****122.50

**ARTICLES OF INCORPORATION
OF
RAYGOLD, INC.**

FILED
95 FEB 24 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is:

Raygold, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office, if known, and a mailing address of the corporation is as follows:

Principal Office

Mailing Address

29870 U.S. Highway 19 North
Clearwater, FL 34620

Same

ARTICLE III - COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence on the date of the filing of these Articles of Incorporation, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - AUTHORIZED SHARES

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock. The common stock shall be divided into two classes; Class A and Class B. Class A shall consist of 5,000 shares of common stock. Class B shall consist of 2,500 shares of common stock and shall be distinguished from Class A in that Class B stock shall have no right to vote, except to the extent such restriction is prohibited by the Florida Business Corporation Act.

The shares of stock may be issued for such consideration, having a value not less than the par value, if any, of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and address of the initial directors who shall hold office until their successor, who shall be chosen at the first meeting of the shareholders have qualified, shall be:

Name

Frank Goldoni

Brian Goldoni

Mailing Address

29870 U.S. Highway 19 N.
Clearwater, FL 34621

29870 U.S. Highway 19 N.
Clearwater, FL 34621

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Leonard H. Marks
201 E. Kennedy Blvd.
Suite 1516
Tampa, Florida 33602

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

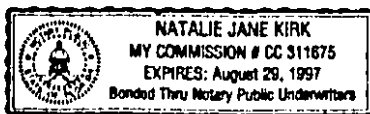
The street address of the initial registered office of the corporation is 291 East Kennedy Blvd., Suite 1516, Tampa, Florida 33602, and the name of the initial registered agent of the corporation at that address is Leonard H. Marks, who by their signature below hereby accept designation as registered agent.

IN WITNESS WHEREOF, the undersigned, as incorporator hereby executes these articles of incorporation this 23 day of February, 1995.

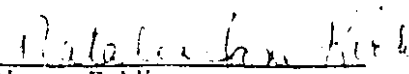

LEONARD H. MARKS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of February, 1995, by Leonard H. Marks, who is personally known to me and who did not take an oath.



(SEAL)


Notary Public
Print Name: Natalie Jane Kirk

My commission expires: