

**William D. Slicker, P.A.**

Attorney At Law

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**P95000031342**  
April 12, 1995

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: St. Raphael Enterprises, Inc.

700001457797  
-04/17/95--01044--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation and the Affidavit of the resident agent for the above referenced corporation.

Also enclosed please find a check in the amount of \$70.00 for the following:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Fee	+ 35.00
Total	\$ 70.00

Thank you for your kind cooperation and prompt attention to this matter.

Sincerely,

*W.D. Slicker*

William D. Slicker

WDS/cah

H. SMC APR 21 1995

**ARTICLES OF INCORPORATION  
OF  
ST. RAPHAEL ENTERPRISES, INC.**

FILED  
MAR 17 1962  
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The undersigned incorporators do hereby desire to form a corporation under and by virtue of the Laws of the State of Florida, with and under the following proposed charter:

**ARTICLE I NAME**

The name of this corporation is St. Raphael Enterprises, Inc..

**ARTICLE II DURATION**

This corporation shall exist perpetually, unless terminated as provided by law.

**ARTICLE III PURPOSES**

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

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue Seven Thousand Five Hundred shares (7,500) of One Dollar (\$1.00) par value common stock.

**ARTICLE V LIMITATIONS AND RELATIVE RIGHTS  
OF SHARES OF CAPITAL STOCK**

**A. Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**B. Limitations**

All of the said stock may be paid for in cash, property, labor or services at a valuation to be fixed by the Board of Directors.

All details as to the issuance, rights, liabilitation, dividends, liquidation and other characteristics shall be proscribed and onumerated in the By-Laws of this corporation.

#### **ARTICLE VI PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 6931 Third Street North, St. Petersburg, Florida 33702 and the name of the initial registered agent of this corporation is William D. Slicker, 447 Third Avenue North, Suite 405, St. Petersburg, Florida 33701.

#### **ARTICLE VIII INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial directors of this corporation are:

Polly St. Raphael, 6931 Third Street North, St. Petersburg, Florida 33702.

Max St. Raphael, 6931 Third Street North, St. Petersburg, Florida 33702.

**ARTICLE IX INCORPORATORS**

The name and address of the people signing these articles are:

Polly St. Raphael  
6931 Third Street North  
St. Petersburg, FL 33702

**ARTICLE X BY-LAWS AND  
AMENDMENTS**

The power to adopt, appoint, amend or repeal these Articles and By-Laws shall be vested in the shareholders.

**ARTICLE XI SHAREHOLDER  
QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII INDEMNIFICATION**

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

**ARTICLE XIII MANAGEMENT OF CORPORATION  
BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**ARTICLE XIV BUSINESS WITH OFFICERS  
OR DIRECTORS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested does not affect his status and he may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

**ARTICLE XV POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XVI  
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XVII LIEN ON  
CORPORATE STOCK**

The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No

transfer of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on the 12 day of April, 1995.

Polly St. Raphael  
POLLY ST. RAPHAEL

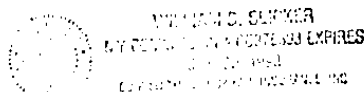
STATE OF FLORIDA     )  
                              )  
COUNTY OF PINELLAS    )

On the 12 day of April, 1995, before me personally appeared Polly St. Raphael, who is personally known to me or who has produced her Florida Driver's License S361-673-42-762-0 and made oath that he has read the foregoing ARTICLES OF INCORPORATION of ST. RAPHAEL ENTERPRISES, INC., by her subscribed and that she knows the contents thereof and that the same is true to her own knowledge except as to those matters therein stated to be on her information and belief and as to those matters she believes them to be true.

NOTARY PUBLIC:

sign William D. Slicker  
print William D. Slicker

State of Florida at Large (SEAL)  
My commission number is:



**AFFIDAVIT OF ACCEPTANCE**  
**By Resident Agent**

FILED  
APR 17 1995  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                              )  
COUNTY OF PINELLAS    )

1. I, William D. Slicker, am over the age of eighteen and have personal knowledge of the following.

2. I have read the Articles of Incorporation of St. Raphael Enterprises, Inc., and am named as resident agent therein.

3. I have read Sections 607.0501 and 48.091, Florida Statutes and understand the duties of a resident agent.

4. I hereby accept the designation as resident agent of St. Raphael Enterprises, Inc. The registered office is: 447 Third Avenue North, Suite 405, St. Petersburg, Florida 33701.

FURTHER AFFIANT SAITH NOT.

William D. Slicker  
WILLIAM D. SLICKER

The foregoing instrument was acknowledged before me this 15th day of April, 1995, by William D. Slicker, who is personally known to me and who did take an oath.

NOTARY PUBLIC:  
sign Cheryl A. Hornyak  
print Cheryl A. Hornyak

State of Florida at Large (SEAL)  
My commission number is:

