

995000032240

ERNEST L. MASCARA, P.A.
Law Offices

Glades Building
Suite 303
877 Executive Center Dr. W.
St. Petersburg, FL 33702

P.O. Box 22095
St. Petersburg, FL 33742
Phone: (813) 579-1200
Fax: (813) 579-1202

April 20, 1995
Via UPS Next Day Air

Attorney's Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

Return
- Go

000001462090
-04/21/95--01011--012
****122.50 ****122.50

Re: SYMONDS, INC.

Dear Fund:

Enclosed are two original copies of the Articles of Incorporation for SYMONDS, INC. for filing with the Secretary of State, along with our check #2049 in the amount of \$122.50 for their filing fee. Please file this new corporation Friday, April 21, 1995, **fax us the cover page as soon as possible**, and return our certified copy of the Articles by your courier.

Thank you very much for your assistance.

Very truly yours,

Jane Morrow
Jane Morrow
Secretary to Ernest Mascara

jm

Paul
121.00

FILED
95 APR 25 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W95-8612

NANCY HENDRICKS APR 25 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1995

ATTORNEYS' TITLE

TALLAHASSEE, FL

SUBJECT: SYMONDS, INC.
Ref. Number: W95000008612

We have received your document for SYMONDS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 995A00018897

ERNEST L. MASCARA, P.A.
Law Offices

Glades Building
Suite 303
877 Executive Center Dr. W.
St. Petersburg, FL 33702

P.O. Box 22095
St. Petersburg, FL 33742
Phone: (813) 579-1200
Fax: (813) 579-1202

April 24, 1995
Via UPS Next Day Air

Attorney's Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

Return
to

Re: R.A.S. OF ST. PETE BEACH, INC.

Dear Fund:

We received back from your office the rejected Articles of Incorporation for SYMONDS, INC. but we did not received back our check #2049 in the amount of \$122.50 for the filing fee. We assume your office or the Secretary of State retained it.

Our client has decided on a new name for this corporation -- R.A.S. OF ST. PETE BEACH, INC. Please file this new corporation immediately, **fax us the cover page as soon as possible**, and return our certified copy of the Articles by your courier. Our client is leaving the country Thursday, and we need to complete the documents before he leaves. If you have any questions, please give me a call.

Thank you very much for your assistance.

Very truly yours,

Jane Morrow
Jane Morrow
Secretary to Ernest Mascara

jm

ARTICLES OF INCORPORATION
OF
R.A.S. OF ST. PETE BEACH, INC.

FILED
95 APR 25 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be **R.A.S. OF ST. PETE BEACH, INC.**

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702.

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **ERNEST L. MASCARA**.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

Name

Address

ERNEST L. MASCARA

Glades Building, Suite 303
877 Executive Center Drive West
St. Petersburg, Florida 33702

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE IX - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE X - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a

conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE XI - OFFICERS

Section 1. The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
Vice President	- Ernest L. Mascara

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws, and shall serve until their successors are chosen and qualify.

Section 4. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator is:


<u>Name</u>	<u>Address</u>
Ernest L. Mascara	Glades Building, Suite 303 877 Executive Center Drive West St. Petersburg, Florida 33702

ARTICLE XIII - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws
of the State of Florida, the undersigned executed these Articles of Incorporation on this 20th
day of April, 1995.


Ernest L. Mascara / Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **R.A.S. OF ST. PETE BEACH, INC.**

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

**Ernest L. Mascara
Glades Building, Suite 303
877 Executive Center Drive West
St. Petersburg, Florida 33702**

SIGNATURE: _____

Ernest L. Mascara

TITLE: **Incorporator**

DATE: _____

95 APR 25 PM 1:28
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STATE

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Ernest L. Mascara

DATE: _____

1995

FILED
93 APR 17 PM 12:44
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DON L. STEWART INSURANCE AGENCY, INC.

FILED

95 APR 17 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is DON L. STEWART INSURANCE AGENCY, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of the Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this Corporation is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 2,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is 79 Baybridge, Gulf Breeze, Florida 32561 and the name of the initial registered agent of this Corporation at that address is Don L. Stewart.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Don L. Stewart
2810 Whisper Oak Drive
Gulf Breeze, Florida 32561

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is Don L. Stewart, 79 Baybridge, Gulf Breeze, Florida 32561.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 17 day of April, 1995.

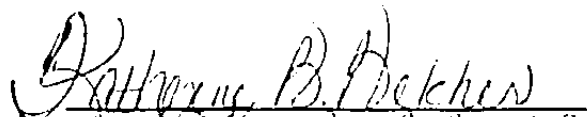

DON L. STEWART -
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed to me this 17 day of April, 1995, by DON L. STEWART, who is personally known to me, or who has produced Personally Known as identification and who did take an oath.




Print Name: CATHERINE B. BECKER
Notary Public, State of Florida
My Commission Expires: 9/1/98

**CERTIFICATE DESIGNATION REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
55 APR 17 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that DON L. STEWART INSURANCE AGENCY, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 79 Baybridge, Gulf Breeze, Florida 32561 has named Don L. Stewart at 79 Baybridge, Gulf Breeze, Florida 32561, as its agent to accept service of process within Florida.

DATED April 14, 1995


DON L. STEWART - Director

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


DON L. STEWART -
Registered Agent