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ACCOUNT NO. 072100000032

REFERENCE : 584728 81178A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pijoto

ORDER DATE : April 25, 1995

ORDER TIME : 9:55 AM

ORDER NO. : 584728

CUSTOMER NO: 81178A

000001463760

CUSTOMER: Sigrid M. Henshaw, Esq
SIGRID M. HENSHAW, PA

Suite 106
2804 Del Prado Boulevard
Cape Coral, FL 33904

DOMESTIC FILING

NAME: RALPH'S PLACE OF CAPE CORAL,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN APR 26 1995

FILED
95 APR 25 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RALPH'S PLACE OF CAPE CORAL, INC.**

FILED
95 APR 25 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FL 32301

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is RALPH'S PLACE OF CAPE CORAL, INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE III - PURPOSE

The Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes as presently enacted and as may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

BARBARA JEAN KROUSE
5129 Sunnybrook Ct.
Cape Coral, FL 33904

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of two (2) Directors. The number of Directors of the Corporation may be increased or decreased in accordance with the Bylaws thereof, but shall never be less than one (1). The Board of

Directors shall designate and elect the Officers of the Corporation. The names and addresses of the initial Directors of the Corporation are as follows:

BRUCE EUGENE KROUSE
5129 Sunnybrook Ct.
Cape Coral, FL 33904

BARBARA JEAN KROUSE
5129 Sunnybrook Ct.
Cape Coral, FL 33904

**ARTICLE VII - REGISTERED AGENT;
REGISTERED AND PRINCIPAL OFFICE**

The address of the Registered Office and Principal Office of the Corporation in the State of Florida shall be at 5129 Sunnybrook Ct., Cape Coral, FL 33904. The mailing address of the Corporation shall be the same as the address of its Registered Office and Principal Office. The name of the Registered Agent of the Corporation at the aforesaid address is BARBARA JEAN KROUSE.

ARTICLE VIII - POWERS

The Officers, Directors and Shareholders of the Corporation shall possess and enjoy all powers allowed by law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

ARTICLE IX - AMENDMENTS

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, is hereby specifically reserved.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation as herein provided under the laws of the State of Florida, does make, subscribe, acknowledge and file the foregoing Articles of Incorporation, and hereby certifies the facts stated therein to be true, all being done as of this 24th day of April, 1995.

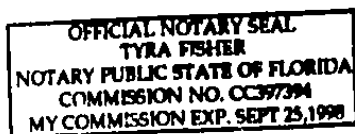

BARBARA JEAN KROUSE

ACKNOWLEDGEMENT

State of Florida)
) SB:
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgements and administer oaths in the State of Florida, personally appeared BARBARA JEAN KROUSE, who identified herself to me by her Florida Driver's License # 8630-010-44-838, which expires on 9-8-98 as the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged to me that said Articles were executed by her as her voluntary act and deed for the uses and purposes therein expressed.

WITNESS my hand and seal as of this 24th day of April, 1995.



Tyra Fisher
Notary Public: Tyra Fisher
Commission No.: CC397394
Commission Expires: 9/25/98

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes Section 48.091, having been named to act as Registered Agent of the Corporation known as RALPH'S PLACE OF CAPE CORAL, INC., does hereby accept the appointment as Registered Agent of said Corporation.

DATED this 24th day of April, 1995.

Barbara Jean Krouse
BARBARA JEAN KROUSE