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Law Offices of  
KAYE L. MORGAN  
P. O. Box 7025  
Tampa, Florida 33673-7025  
Phone (813) 229-0202

April 25, 1995

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

EFFECTIVE DATE  
APR 26 1995

RE: Articles of Incorporation for R. A. Cook, Inc.

Gentlemen:

Attached please find the filing fee and original Articles of Incorporation for R. A. Cook, Inc. Please contact me if there are any problems or questions concerning these papers. After the filing, please forward all additional correspondence, including notice of filing to:

Robert A. Cook  
3933 Florawood Road  
Land O' Lake, Florida 34639

Thank you for your assistance in this matter.

Sincerely,

*Kaye L. Morgan*  
Kaye L. Morgan  
Attorney at Law

FILED  
95 MAY -1 PM 12:03  
SECRETARY OF STATE  
200001470058  
-05/01/95--01091--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Kaye L. Morgan* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Effective Date* 26th April  
DATE *5/8/95*  
DOC. EXAM *BSB*

MAY 8 1995

BSB

ARTICLES OF INCORPORATION

FILED

OF

95 MAY -1 PM 12: 03

R. A. Cook, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purposes of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be R. A. Cook, Inc.

ARTICLE II

Existence/Place of Business

26 This corporation shall have perpetual existence, commencing on April, 1995. It's regular place of business is 3933 Florawood Road, Land O' Lakes, FL 34639.

ARTICLE III

Purpose

The general purpose of this corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Powers

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge create a security interest in, lease, exchange transfer, and otherwise dispose of all or any part of its property and assets;

EFFECTIVE DATE

APR 26 1995

(f) To lend money to, and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(l) To make and alter by laws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and from any or all of the directors, officers, and employees of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of the directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, thrust, or other enterprise; and

(r) To have and exercise all other powers necessary or convenient to effect its purpose.

ARTICLE V  
Capital Stock

This corporation is authorized to issue one hundred (100) shares of common voting stock having a par value of ten dollars (\$10.00) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI  
Registered Office and Agent

The street address of the initial registered office of this corporation shall be 720 W. Kentucky Avenue, Tampa, FL 33603 and the name of its initial registered agent shall be Kaye L. Morgan.

ARTICLE VII  
Directors

This corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE VIII  
Initial Directors

The names and addresses of the initial directors of this corporation, who shall serve until successors are duly elected and qualified, shall be:

Robert A. Cook, President  
3933 Florawood Road  
Land O' Lakes, FL 34639

Eileen Cook, Secretary/Treasurer  
3933 Florawood Road  
Land O' Lakes, FL 34639

Clyde E. Diehl, Jr.  
639 Brooks Street  
Largo, FL 34640

ARTICLE IX  
Incorporator

The name and street address of the incorporator of this corporation shall be Robert A. Cook 3933 Florawood Road, Land O' Lakes, FL 34639.

ARTICLE X  
Transactions with Corporations

No contract or other transaction between this corporation any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in any other corporation, or is a director or officer of any other corporation. Any director or officer 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 shall be disclosed or shall have been known to the Board of Directors. Any director officer of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, maybe counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI  
Bylaws

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new by laws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

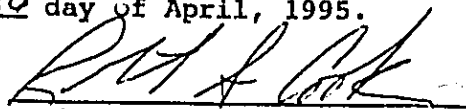
(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States of America.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 26 day of April, 1995.

  
Robert A. Cook

State of Florida  
County of Hillsborough

The foregoing instrument was acknowledged before me this 26 day of April, 1995.

  
Notary Public  
J. H. Smith

My Commission Expires: June 9, 1995

STATEMENT OF ACCEPTANCE BY REGISTERED AGENT

I, Kaye L. Morgan, hereby accept the appointment as Registered Agent for R. A. Cook, Inc.. I am familiar with the obligations of this position, and willing accept those obligations.

Kaye L. Morgan  
Kaye L. Morgan, Esq.