

WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.  
ATTORNEYS AT LAW

TUCKER H. NYRD  
T. P. CARHAN, III  
JAMES F. WARD CHEN, III  
J. JEFFREY DERRY  
JOHN H. DYER, JR.  
DAVID C. EVERETT  
JAMES L. FLY  
WYNNE E. FRANKLIN  
NANCY S. FREEMAN  
JOHN D.M. HAINES  
GREGORY L. HOLZHAUSEN  
PAULA P. LIGHTSLEY  
ROBERT P. MAJOR  
C. BRENT MCCAGHIEN  
WILLIAM H. ROBINSON, JR.  
RANDOLPH J. RUSH  
THOMAS A. STARK, JR.  
WILLIAM A. WALKER II  
HAROLD A. WARD, III  
W. GRAHAM WHITE  
VICTOR E. WOODMAN

WINDER B. HAINES  
OF COUNSEL

W. E. WINDER (1906 - 1979)

May 2, 1995

REPLY TO

Orlando

VIA FEDERAL EXPRESS

BARNETT BANK BUILDING  
250 PARK AVENUE, SUITE 111  
POST OFFICE BOX 990  
WINTER PARK, FLORIDA  
ZIP CODE 32790-0990  
(407) 644-5112  
TELECOPIER (407) 644-5710

BARNETT BANK CENTER - SUITE 600  
390 NORTH ORANGE AVENUE  
POST OFFICE BOX 1391  
ORLANDO, FLORIDA  
ZIP CODE 32802-1391  
(407) 423-4246  
TELECOPIER (407) 423-7014

Department of State  
Division of Corporations  
405 N. Gaines Street  
Tallahassee, Florida 32399

300001473373  
-05/03/95--01105--014  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the following documents pursuant to the incorporation of Fat Monkey Trading Incorporated:

1. The executed Articles of Incorporation of:  
Fat Monkey Trading Incorporated
2. A copy of the executed Articles of Incorporation to be certified and returned.
3. A check in the amount of \$122.50 to cover the following items:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified copy/ Articles of Incorporation	\$52.50
TOTAL	\$122.50

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

J. P. Carolan, III

JPC\mdf  
Enclosures

EFFECTIVE DATE  
5/1/95

FILED  
95 MAY -3 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FAT MONKEY TRADING INCORPORATED

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

FAT MONKEY TRADING INCORPORATED

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be May 1, 1995, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;  
Initial Registered Office and Agent

The street address and mailing address of the initial corporate office of this Corporation is 130 South Orange Avenue, Orlando, Florida 32801. The street address of the initial registered office is 390 North Orange Avenue, Orlando, Florida 32802 and the name of the initial registered agent of this Corporation at that address is J. P. Carolan, III.

EFFECTIVE DATE

5/1/95

FILED  
95 MAY -3 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be one (1).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

Name

Address

John Cleeveley

130 South Orange Avenue  
Orlando, FL 32801

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
J. P. Carolan, III	390 N. Orange Avenue Suite 600 Orlando, Florida 32802

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of May, 1995.

  
\_\_\_\_\_  
J. P. Carolan, III

STATE OF FLORIDA

COUNTY OF ORANGE

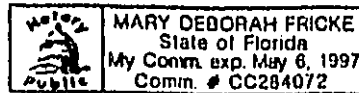
The foregoing instrument was acknowledged before me this 1st day of May, 1995, by J. P. Carolan, III. He is personally known to me or has produced \_\_\_\_\_ as identification.

Mary Deborah Fricke  
NOTARY SIGNATURE

Mary Deborah Fricke  
NOTARY NAME PRINTED

Notary Public

My Commission Expires: 5/6/97



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of FAT MONKEY TRADING INCORPORATED.

J. P. Carolan, III  
J. P. Carolan, III

FILED  
95 MAY -3 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# P95000035947

WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.

ATTORNEYS AT LAW

TUCKER H. BYRD  
J. P. CAROLAN, III  
JAMES EDWARD CHEEK, III  
J. JEFFREY DEERY  
JOHN H. DYER, JR.  
DYKES C. EVERETT  
JAMES L. FLY  
NANCY S. FREEMAN  
JOHN D. HAINES  
GREGORY L. HOLZHAUER  
PAULA P. LIGHTSEY

REPLY TO:

ORLANDO

W. E. WINDERWEEDLE (1900-1979)  
WENNER D. HAINES (1900-1998)

BARNETT BANK BUILDING  
750 PARK AVENUE, SOUTH  
5TH FLOOR  
POST OFFICE BOX 800

WINTER PARK, FL 32790-0880

TELEPHONE (407) 644-4312  
FAX (407) 645-3728

BARNETT BANK CENTER  
390 NORTH ORANGE AVENUE  
SUITE 800  
POST OFFICE BOX 1391

ORLANDO, FL 32802-1391

TELEPHONE (407) 423-4248  
FAX (407) 423-7014

ROBERT P. MAJOR  
C. BRENT MCGAUGHEN  
WYNNE E. MCFARLIN  
WILLIAM H. ROBINSON, JR.  
RANDOLPH J. RUSH  
THOMAS A. SIMSER, JR.  
WILLIAM A. WALKER II  
HAROLD A. WARD, III  
ALLISON L. WARREN  
W. GRAHAM WHITE  
VICTOR E. WOODMAN

500001685235  
-01/10/96--01124--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

January 5, 1996

Velma Shepard  
Corporate Specialist  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

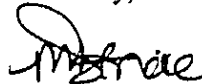
Re: Fat Monkey Trading Incorporated

Dear Ms. Shepard:

Enclosed please find a copy of the Articles of Amendment to Articles of Incorporation and a copy of same to be certified and returned on behalf of the above-referenced corporation. I have also enclosed our check in the amount of \$87.50 which represents the filing fee and the charge for the certified copy. I would appreciate your returning the certified copy to my attention in the enclosed self-addressed envelope.

Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,



M. Deborah Fricke  
Corporate Legal Assistant

MDF/dsp  
Enclosures

N/C

VS JAN 9 1996

96 JAN -8 AM 8:57  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
FAT MONKEY TRADING INCORPORATED

FILED  
96 JAN -8 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WHEREAS, the name of the Corporation is Fat Monkey Trading Incorporated; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on May 1, 1995; and

WHEREAS, the undersigned Corporation, by and through its Directors and pursuant to the provisions of Section 607.1001 of the Florida Statutes, wish to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Board of Directors and Shareholders at a meeting held on January 2, 1995, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth;

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Article I - Name of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

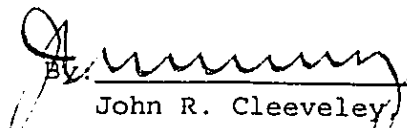
"ARTICLE I - Name

The name of this Corporation shall be:  
RIM INDUSTRIES, INC."

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 4<sup>th</sup> day of January, 1996.

FAT MONKEY TRADING  
INCORPORATED, a Florida  
corporation

  
By \_\_\_\_\_  
John R. Cleeveley  
President

# P950000 35947

## WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.

### ATTORNEYS AT LAW

J.P. CAROLAN, III  
JAMES EDWARD CHECK, III  
J. JEFFREY DEERY  
JOHN H. DYER, JR.  
DYKES C. EVERETT  
NANCY S. FREEMAN  
JOHN D.M. HAINES  
GREGORY L. HOLZHAUER  
PAULA P. LIGHTSEY

W. H. WINDERWEEDLE (1906-1970)  
WENDEN D. HAINES (1900-1995)

BARNETT BANK BUILDING  
250 PARK AVENUE, SOUTH  
8TH FLOOR  
POST OFFICE BOX 880

WINTER PARK, FL 32790-0880

TELEPHONE (407) 423-4248  
FAX (407) 845-3728

BARNETT BANK CENTER  
390 NORTH ORANGE AVENUE  
14TH FLOOR  
POST OFFICE BOX 1391

ORLANDO, FL 32802-1391

TELEPHONE (407) 423-4240  
FAX (407) 423-7014

ROBERT P. MAJOR  
C. BRENT MCCAUGHREN  
WILLIAM H. ROBBINSON, JR.  
RANDOLPH J. RUSH  
THOMAS A. SIMSER, JR.  
WILLIAM A. WALKER II  
HAROLD A. WARD, III  
ALLISON L. WARREN  
W. GRAHAM WHITE  
VICTOR C. WOODMAN

WRITER'S DIRECT NUMBER:  
(407) 246-8692

REPLY TO:  
Orlando

January 10, 1997

Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Rim Industries, Inc.


900002061039--5  
-01/17/97--01003--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of the above referenced corporation for filing with your office, as well as a copy to be certified and returned and a check in the amount of \$87.50 to cover the filing fee and certified copy.

Should you have any questions on any of the above, please do not hesitate to call.  
Thank you.

Sincerely,

  
Christine A. Caporzo  
Corporate Staff Assistant

FILED  
97 JAN 17 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

:cac  
Enclosure

Name Change  
NFT

1-28-97



WINDERWEEDLE  
HAINES WARD  
& WOODMAN, P.A.





**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
RIM INDUSTRIES, INC.**

FILED

97 JAN 17 14 7:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, the name of the Corporation is RIM INDUSTRIES, INC.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on May 1, 1995; and

WHEREAS, the undersigned Corporation, by and through its Directors and pursuant to the provisions of Section 607.1001 of the Florida Statutes, wish to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Board of Directors and Shareholders at a meeting held as of December 30, 1996, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth;

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Article I - Name of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**"ARTICLE I - Name**

The name of this Corporation shall be:

**RIM RESOURCES, INC."**

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 30th day of December, 1996.

RIM INDUSTRIES, INC., a Florida  
corporation

By: 

John R. Cleeveley, President