

# 795000039178

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

RE: RFG Enterprises, Inc.

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 17 PM 2:46

Capital Express™

☒ Art of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

( ) Gen. Copy(s)

☒ Photo Copy

Art of Amend. File

Dissolution/Withdrawal

C U S -

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. \_\_\_\_\_ Copies

Courier Service

Shipping/Handling

Phone ( )

Top Priority

Express Mail Prop.

FAX ( ) pgs

SUBTOTALS \_\_\_\_\_

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum

THANK YOU  
from  
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY JW \_\_\_\_\_

WALK-IN 5-17  
Will Pick Up \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
R.F.G. ENTERPRISES, INC.

55 MAY 17 PM 2:45

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is R.F.G. ENTERPRISES, INC.

II.

Term of Existence

The date when corporate existence will commence upon the filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

III.

Principal Office

The principal office of the Corporation is 1025 S. Florida Avenue, Tarpon Springs, Florida 34689.

IV.

Capital Stock

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1 N. Pinellas Avenue, Tarpon Springs, Florida 34689, and the name of its initial registered agent at such address is John Fatolitis, Esquire.

VI.

Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will

always have at least 1 but no more than 5 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Renee Gialousis	1025 S. Florida Avenue Tarpon Springs, FL 34689

VII.  
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
John Fatolitis, Esquire	1 N. Pinellas Avenue Tarpon Springs, FL 34689

VIII.  
Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

IX.  
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval,

adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**ARTICLE XII.**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

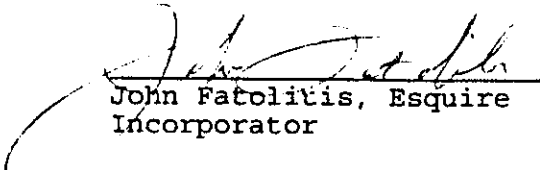
**XI.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**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 on May 15, 1995.

  
John Fatolitis, Esquire  
Incorporator

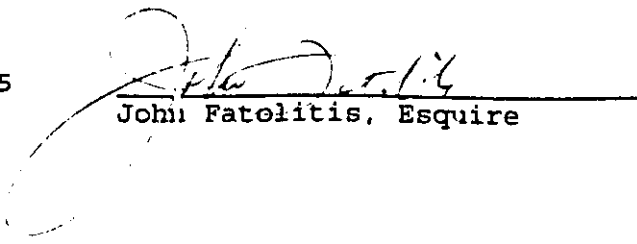
ACCEPTANCE BY REGISTERED AGENT

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS

95 MAY 17 PM 2:47

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May 15, 1995

  
John Fatolitis, Esquire