

P9500043798

Dunlap & Murphy
245 South Central Avenue
Post Office Drawer 30
Hartow, Florida 33851

George T. Dunlap, III
Frederick J. Murphy, Jr.

May 25, 1995

Telephone (813)533-3146
Fax (813)533-7412

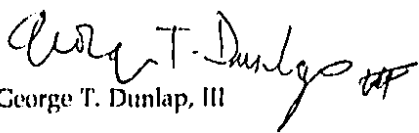
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

000001501720
-05/30/95--01090--003
****122.50 ****122.50

Dear Secretary of State:

Enclosed please find Articles of Incorporation and Certificate Designating Resident Office and Agent for RCS Enterprises of Central Florida, Inc. and our check for \$122.50. Would you please file the same and return a certified copy to me.

Sincerely,


George T. Dunlap, III

GTD/am

Enclosure

FILED
MAY 30 PM 3:23
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

SDG

ARTICLES OF INCORPORATION
OF
RCS ENTERPRISES OF CENTRAL FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

ARTICLE I.
Name

The name of this corporation is: RCS Enterprises of Central Florida, Inc.

ARTICLE II.
Purpose and Powers

The Corporation is authorized to engage in any and all activities permitted by law.

ARTICLE III.
Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One hundred (100) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV.
Initial Capital

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.
Term of Existence

This Corporation is to exist perpetually.

ARTICLE VI.
Address

The mailing address of this Corporation is 625 US Highway 17 South, Bartow, Florida 33830 and the initial street address of the principal office of this Corporation in the State of Florida is 625 Spessard Holland Parkway South, Bartow, Florida 33830. The initial Registered Office of this Corporation is Dunlap & Murphy, 245 South Central Avenue, Bartow, Florida 33830 and the initial Registered Agent at said office is George T. Dunlap, III, Esquire. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

ARTICLE VII.
Directors

The number of the directors comprising the Board of Directors of this Corporation shall be two (2) but the same may be changed from time to time by majority vote of the Board of Directors.

The name and street address of the members of the first Board of Directors of this Corporation, to serve until the first annual meeting, or until their successors are elected and have qualified, are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|--------------------------------------------------------------|
| George R. Sabb | 625 Spessard Holland Parkway, South Bartow, Florida 33830 |
| Charlotta M. Sabb | 625 Spessard Holland Parkway, South Bartow, Florida 33830 |

ARTICLE VIII.
Officers

The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be authorized by majority vote of the Board of

Directors. The name and street address of the officers of the Corporation to serve until the first annual meeting, or until their successors are elected and have qualified, are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------------------------------------|--------------------------------------------------------------|
| George R. Sabb President and Treasurer | 625 Spessard Holland Parkway, South Bartow, Florida 33830 |
| Charlotta M. Sabb Vice-President and Secretary | 625 Spessard Holland Parkway, South Bartow, Florida 33830 |

**ARTICLE IX.
Incorporator**

The name and address of the incorporators of this Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|--------------------------------------------------------------|
| George R. Sabb | 625 Spessard Holland Parkway, South Bartow, Florida 33830 |
| Charlotta M. Sabb | 625 Spessard Holland Parkway, South Bartow, Florida 33830 |

**ARTICLE X.
Subscribers to Stock**

The name, address and number of shares of the subscribers to stock in this Corporation are as follows:

| <u>Name</u> | <u>Address</u> | <u>Shares</u> |
|-------------------|--------------------------------------------------------------|---------------|
| George R. Sabb | 625 Spessard Holland Parkway, South Bartow, Florida 33830 | 25 |
| Charlotta M. Sabb | 625 Spessard Holland Parkway, South Bartow, Florida 33830 | 25 |

**ARTICLE XI.
Restraint on Alienation of Shares**


The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition

of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.

**ARTICLE XII.
Amendment**

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals this 25th day of May, 1995, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts contained herein are true.


George R. Sabb


Charlotta M. Sabb

INCORPORATORS

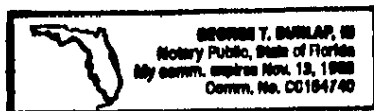
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared George R.

Sabb and Charlotta M. Sabb, to me personally known to be the persons described in as the subscribers and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that they subscribed to these Articles of Incorporation as their voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 25th day of May, 1995.

(S E A L)



George T. Dunlap III
Notary Public

THIS INSTRUMENT PREPARED BY:
George T. Dunlap, III
Dunlap & Murphy
245 South Central Avenue
Post Office Drawer 30
Bartow, Florida 33831
(813)533-3146

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTER AGENT

In pursuance of Section 48.091 and Section 607.0501 Florida Statutes, the following is submitted, in compliance with said provisions:

That **RCS ENTERPRISES OF CENTRAL FLORIDA, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, in the City of Bartow, County of Polk, State of Florida has designated Dunlap & Murphy, 245 South Central Avenue, Bartow, Florida 33830 as its registered office and George T. Dunlap, III, Esquire, as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the registered office designated in this certificate, I hereby agree to act in this capacity, and agree to comply with said provisions relative to keeping open said office.

By *George T. Dunlap III*
Registered Agent

FILED
MAY 29 PM 3:29
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
BARTOW