

# LEVINE, FRANK & EDGAR P.A.

A Professional Association of Attorneys

Jay Steven Levine - Also admitted to Practice in Washington, D.C.  
Jeffrey H. Frank  
Charles W. Edgar, III  
James S. Telepinan

Please reply to:  
Palm Beach Gardens

P95000054481

July 10, 1995

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

8000001535000  
-07/11/95--01105--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: RIFCA ENTERPRISES, INC.

Dear Sir/Madam:


Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee \$35.00  
Certified copy fee \$52.50  
Registered Agent \$35.00  
Designation

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,

  
Debbie Alspach  
Legal Assistant to  
Jeffrey H. Frank

/dla  
Enclosures as stated

cc: Richard F. Carter

clients/corp/rifca.l

FILED  
95 JUL 11 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SHARON L. TALA  
JUL 14 1995

ARTICLES OF INCORPORATION  
OF  
RIFCA ENTERPRISES, INC.

35 JUL 11 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is to be RIFCA ENTERPRISES, INC.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To engage in the repair and restoration of automobile seats;
2. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and
3. To do such other things as are incidental to the foregoing

or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV

##### Capital Stock

1. The aggregate number of shares which the Corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500). Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00).

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE V

##### Initial Principal Business Address

The initial principal business address of the Corporation shall be 1011 Springdale Circle, West Palm Beach, FL 33461.

#### ARTICLE VI

##### Initial Registered Agent

##### and Office of Registered Agent

The street address of the initial registered office of the Corporation is 1011 Springdale Circle, West Palm Beach, FL 33461.

The name of the Registered Agent at such address is Richard F. Carter.

#### ARTICLE VII

##### Initial Board of Directors

The initial Board of Directors shall consist of one. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Richard F. Carter	1011 Springdale Circle West Palm Beach, FL 33461

#### ARTICLE VIII

##### Incorporation

The name and address of the person signing these Articles of Incorporation is Richard F. Carter, 1011 Springdale Circle, West Palm Beach, FL 33461.

#### ARTICLE IX

##### Restrictions on Transfer of Corporate Stock

The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on

the file in the Registered Office of the Corporation.

#### ARTICLE X

##### Shareholders' Preemptive Rights

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any Corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI

##### Directors' Management Powers

All corporate powers shall be exercised by or under the authority of, and business affairs of the corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

#### ARTICLE XII

##### Amendment

The Corporation reserves the right to amend or repeal any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and  
seal this 7 day of July, 1995.

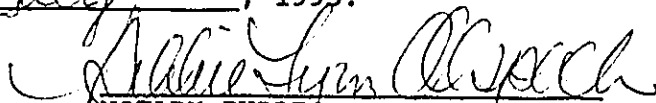
  
RICHARD F. CARTER

BEFORE ME, an officer duly authorized to take acknowledgements  
this day appeared RICHARD F. CARTER who acknowledged before me that  
he signed the within instrument as his own act and deed.

DATED this 7 day of July, 1995.



OFFICIAL SEAL  
Debbie Lynn Alsopach  
My Commission Expires  
March 15, 1997  
Comm. No. CC 266204

  
NOTARY PUBLIC  
State of Florida  
My Commission expires:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

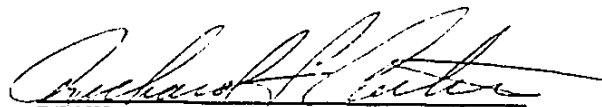
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said act:

FIRST: That RIFCA ENTERPRISES, 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 West  
Palm Beach, Florida, has named RICHARD F. CARTER, located at 1011  
Springdale Circle, West Palm Beach, FL 33461 as its agent to  
accept service of process for the Corporation within this State.

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

  
RICHARD F. CARTER