

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

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 \$ _____

EFFECTIVE DATE
7-13-95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY NLC _____

WALK-IN 7/14 12:00
Will Pick Up _____

RE: Jim Rothmann Family
Enterprises, Inc.

C.C. FEE.

DISBURSED

☒ Capital Express™
☒ Art. of Inc. Filing
☐ Corp. Record Search
☐ Ltd. Partnership Filing
☒ Foreign Corp. Filing
☐ () Cert. Copy(s)

☐ Art. of Amend. Filing
☐ Dissolution/Withdrawal
☐ C U S-

☐ Fictitious Name Filing

900001537849

☐ Name Reservation

07/14/95--01021--014

☐ Annual Report/Reinstatement

****122.50--****122.50

☐ Reg. Agent Service

☐ Document Filing

☐ Corporate Kit

☐ Vehicle Search

☐ Driving Record

☐ Document Retrieval

☐ UCC 1 or 3 Filing

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Filing No.'s, Copies

☐ Courier Service

☐ Shipping/Handling

☐ Phone ()

☐ Top Priority

☐ Express Mail Prep.

☐ 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

**ARTICLES OF INCORPORATION
OF**

JIM RATHMANN FAMILY ENTERPRISES, INC.

FILED

95 JUL 14 PM 12:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, who is a resident of the State of Florida, and who is of full age, has this day formed a corporation for profit and does hereby certify:

EFFECTIVE DATE

ARTICLE I - NAME

7-13-95

The name of this corporation is JIM RATHMANN FAMILY ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to provide management services and engage in any other legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

Except as otherwise required by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of stock of this corporation. The shares of stock in this Corporation are not to be divided into classes. This Corporation is not authorized to issue a preferred or special class of shares in series or in less than whole shares.

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

Each shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL ADDRESS.
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the corporation is 800 So. Harbor City Boulevard, Melbourne, Florida 32901. The street address of the initial registered office of this corporation is 1900 So. Hickory Street, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is James H. Fallace.

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James H. Fallace	1900 So. Hickory Street Melbourne, Florida

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the holders of common stock of this corporation.

ARTICLE IX - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - DIRECTORS COMPENSATION

The shareholders of the common stock of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - DIVIDENDS ON COMMON STOCK

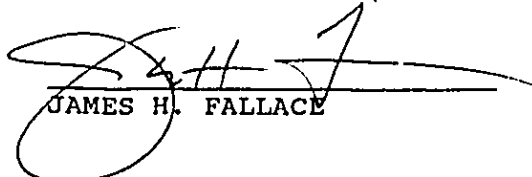
The holders of the issued and outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable in cash, in property or in shares of the common stock of the corporation.

No dividends shall be paid upon the common stock in any medium if the corporation is, or is thereby, rendered incapable of paying its debts as they become due in the usual course of business.

ARTICLE XV - AFFILIATED TRANSACTIONS

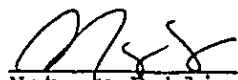
The corporation expressly elects that it shall not be governed by Section 607.0901, Florida Statutes (1993), as amended from time to time or any corresponding provisions of Florida Statutes.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of July, 1995.


JAMES H. FALLACE

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13th day of July, 1995, by JAMES H. FALLACE, who is personally known to me or who has produced his NA as identification.


Notary Public
State of Florida at Large
Commission/Serial NO. 10000
My Commission Expires Jun 18, 1998

 NANCY ANDERSON
My Commission CC303050
Expires Jun. 18, 1998
Bonded by HAI
800-422-1555

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

FILED

95 JUL 14 PM 12:22

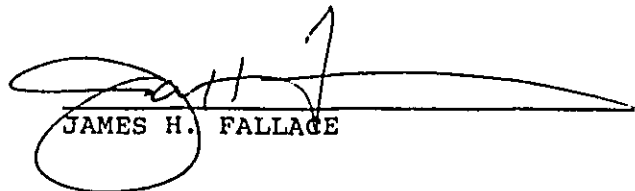
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

JIM RATHMANN FAMILY ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Indian Harbor Beach, County of Brevard, and State of Florida, has named James H. Fallage, located at 1900 So. Hickory Street, Melbourne, Florida 32901, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I affirm that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JAMES H. FALLAGE