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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

R 1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

-0280

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RALL INVESTMENTS, INC.

FAX AUDIT NUMBER: H95000008247

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7-21-1995

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FLORIDA DIVISION OF CORPORATIONS

95 JUL 26 PM 2:55

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THIS INSTRUMENT PREPARED BY;  
MAYNARD J. HELLMAN, ESQUIRE  
1100 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134  
(305) 448-8282

FLORIDA BAR NO. 137411

95 JUL-27 AM 11:47  
RECEIVED  
CLERK OF DISTRICT COURT  
JULY 27 1995

ARTICLES OF INCORPORATION  
OF  
RALL INVESTMENTS, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

RALL INVESTMENTS, INC.

The mailing address for the Corporation is:

3399 Ponce de Leon Blvd., Suite 205, Coral Gables, Fl 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

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ARTICLE IIIDURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE VINITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VISUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
LOURDES R. LORIE	3399 PONCE DE LEON BLVD. SUITE 205 CORAL GABLES, FL 33134	100

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be

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two (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Lourdes Rodriguez	3399 Ponce de Leon Blvd. Suite 205 Coral Gables, Fl 33134
Luis Loria	3399 Ponce de Leon Blvd. Suite 205 Coral Gables, Fl 33134

#### ARTICLE IX

##### VOTING RIGHTS

Except as otherwise provided 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.

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ARTICLE XPREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XIIINDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 21 day of July, 1995.

  
LOURDES R. LORIE

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

BEFORE ME, the undersigned authority, personally appeared LOURDES R. LORIE, to me well known to be the person described in

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nd who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 21 day of July, 1995.

*Odaly Licea*

Notary Public, State of  
Florida at Large

My Commission Expires:



ODALYS LICEA  
MY COMMISSION # 0015819 EXPIRES  
November 7, 1998  
BONDED BY THE FARM BUREAU, INC.

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RALL INVESTMENTS, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS  
\_\_\_\_\_ MAY BE SERVED \_\_\_\_\_

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT RALL INVESTMENTS, INC. IS DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS  
NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE LEON  
BOULEVARD, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

Signature: \_\_\_\_\_

LOURDES R. LORIE

Title: SubscriberDate: 7/21/95

Having been named to accept services of process for the above  
stated corporation, at the place designated in this certificate,  
I hereby 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.

Signature: \_\_\_\_\_

MAYNARD J. HELLMAN

(Registered Agent)

Date: 7/21/95

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