

P96000019448

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: RW Management & Consulting of Southwest Florida, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy &
Certificate

600001727956
-02/29/96--01049--015
****122.50 ****122.50

FROM:

William N. Krause

Suite D-100

501 Goodlette Rd. N

Naples FL 33940

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 29 11:10:52

NOTE: Please provide the original and one copy of the articles.

2/3/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB 29 AM 10:52

ARTICLES OF INCORPORATION
OF
RW MANAGEMENT & CONSULTING OF SOUTHWEST FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

RW MANAGEMENT & CONSULTING OF SOUTHWEST FLORIDA, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of Common stock, each share of which is to be of \$1.00 par value. The consideration for the issuance of the aforementioned shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable and exempt from assessment.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - ADDRESS

The initial address of this Corporation in the State of Florida is 501 Goodlette Road North, Suite D100, Naples, Florida 33940, and the name of the initial registered agent of this corporation at that address is WILLIAM N. KRAUSE.

ARTICLE VI - DIRECTORS

This Corporation shall have 2 Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the by-laws adopted by the Stockholders.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The name and street address of the Members of the First Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

DAVID WAGENER
Vice President,
Secretary and Director

1917 N.E. 119th Road
North Miami, Florida 33181

WILLIAM N. KRAUSE
President and Director

2865 64th Street SW
Naples, Florida 33999

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this Corporation, as a director or officer of any other corporation, from and against any and all

claims and liabilities to which such person shall become subject by reason of any action heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim for liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and other corporation, and no act of this Corporation shall in any way be effected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction or the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, any may vote there to authorize any such contract or transaction, with the same force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

WILLIAM N. KRAUSE 2864 64th Street SW
Naples, Florida 33999

DAVID WAGENER 1917 N.E. 119th Road
North Miami, Florida 33181

ARTICLE X - AMENDMENT

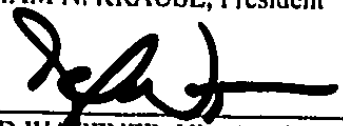
These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholder's meeting by a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - PRE-EMPTIVE RIGHT

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



WILLIAM N. KRAUSE, President



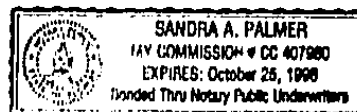
DAVID WAGENER, Vice President and Secretary

STATE OF Florida
COUNTY OF Dade

I HEREBY CERTIFY that on this day, before me, a notary public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DAVID WAGENER to me well known and known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed..

WITNESS my hand and seal this 23rd day of February, 1996.

Sandra Palmer
NOTARY PUBLIC
My commission expires:



STATE OF Florida
COUNTY OF Collier

I HEREBY CERTIFY that on this day, before me a notary public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared WILLIAM N. KRAUSE, to me well known and known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and seal this 27th day of February, 1996.

Beth R. Snoke
NOTARY PUBLIC
My commission expires:



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

Pursuant to Chapter 607.034 Florida Statutes, the following is submitted in compliance with said Act:

RW MANAGEMENT & CONSULTING OF SOUTHWEST FLORIDA, INC.

desiring to organize under the laws of the State of Florida, has named William N. Krause, 501 Goodlette Road North, Suite D100, Naples, FL 33940 to accept service of process within the State.

ACKNOWLEDGEMENTS:

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Naples, Collier County, Florida, this 27th day of February, 1996.

BY: _____



WILLIAM N. KRAUSE
Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 FEB 29 7:10:52