

File Edit Setup Connect Fax Alt-H for help VT100 19200-7-E-1  
/07/96 FLORIDA DIVISION OF CORPORATIONS 12:18 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: IWARD, MERRILL CULIS, TIMM, FARM  
DEPARTMENT OF STATE 1033 MAIN ST  
STATE OF FLORIDA SUITE 600  
401 EAST GILLESPIE ST  
TALLAHASSEE, FL 32301 SARASOTA, FL 34237-  
FAX: (904) 927-4000 CONTACT: CHRISTOPHER K CASWELL  
PHONE: (813) 366-6222  
FAX: (813) 366-6384

((H96000003277))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RAE MARSHALL, INC.

FAX AUDIT NUMBER: H96000003277

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/07/1996

TIME REQUESTED: 12:18:35

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 072720000162

Info: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000003277)))

\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
96 MAR -7 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/7

96 MAR -7 PM 1:28

FILED

#H96000003277

ARTICLES OF INCORPORATION OF  
**RAE MARSHALL, INC.**

ARTICLE 1. - NAME

The name of this corporation is RAE MARSHALL, INC.

ARTICLE 2. - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office and mailing address of the corporation shall initially be 727 Whitfield Avenue, Sarasota, FL 34243. The corporation may change its principal office and/or mailing address from time to time as permitted by law.

ARTICLE 3. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4. - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 (One Dollar).

ARTICLE 5. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall not have preemptive rights to purchase additional shares.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, FL 34237. The name of the initial registered agent of this corporation at that address is ICARD, MERRILL, CULLIS, TIRUM, FUREN & GINSBURG, P.A. (ATTN: Chris Caswell).

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

This corporation shall have the following directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director(s) of this corporation:

Martha Selders      727 Whitfield Avenue, Sarasota, FL 34243

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is: CHRISTOPHER K. CASWELL, Icard, Merrill, Cullis, Tirum, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237.

PREPARED BY: CHRIS CASWELL  
2033 MAIN STREET, SUITE 600  
SARASOTA, FL  
(941) 366-8100  
FLA. BAR NO. 071211

#H96000003277

FILED  
56 MAR - 7 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#1196000003277

**ARTICLE 9. - CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

**ARTICLE 10. - INDEMNIFICATION**

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned incorporator has executed these Articles of Incorporation on March 7, 1996.

Chris Caswell  
CHRIS CASWELL

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR**

**RAE MARSHALL, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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.

DATED: March 7, 1996.

ICARD, MERRILL, CULLIS, TIMM, FUREN &  
GINSBURG, P.A.

By Chris Caswell  
Chris Caswell  
Registered Agent

FILED  
96 MAR - 7 PM 3: 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#H96000003277