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FEDERAL EXPRESS

March 19, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

300001750973  
-03/20/96--01065--007  
\*\*\*122.50 \*\*\*\*122.50

Re: R.A.I. Industries, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-mentioned corporation and my check in the amount of \$122.50 in payment of the filing fee, registered agent fee and the certified copy fee. Please return to me as soon as possible a certified copy of the Articles of Incorporation showing the date of filing.

Very sincerely yours,



Robert J. Schaffer, Esq.

RJS:sfs  
Encl.

FILED  
96 MAR 20 AM 8 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAB  
3/27/96

ARTICLES OF INCORPORATION  
OF  
R.A.I. INDUSTRIES, INC.

FILED  
96 MAR 20 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is R.A.I. INDUSTRIES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Department of State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in and transacting any and all lawful activity and business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Should the capital stock be increased at any time, the shareholders at the time of each increase shall be entitled to a pro-rata share of such increase upon payment for the shares at a price not less than par value.

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws of the Corporation, but there shall always be at least one (1) Director. The names and addresses of the initial Directors of the Corporation are:

Jorge L. Marrero  
6181 N.W. 33rd Terrace  
Fort Lauderdale, Florida 33309

Robert Allison  
6181 N.W. 33rd Terrace  
Fort Lauderdale, Florida 33309

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent now or hereafter permitted by Law.

ARTICLE VIII - 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 IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws for this Corporation shall be vested in the Board of Directors and the shareholders, but the board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Robert J. Schaffer  
4675 Ponce de Leon Blvd.  
Suite 305  
Coral Gables, Florida 33146

ARTICLE XI - PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office address is: 6181 N.W. 33rd Terrace, Fort Lauderdale, Florida 33309. Its mailing address is the same.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4675 Ponce de Leon Blvd., Suite 305, Coral Gables, Florida 33146. The name of the initial registered agent of the Corporation at that address is Robert J. Schaffer.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation this 17<sup>th</sup> day of March, 1996.

Robert J. Schaffer  
Incorporator

STATE OF FLORIDA :  
                          : SS  
COUNTY OF DADE   :

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, appeared ROBERT J. SCHAFFER, who is personally known to and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 19<sup>th</sup> day of March, 1996.

Merrilee S. Pitman  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:

Merrilee S. Pitman

OFFICIAL NOTARY SEAL  
MERRILEE S PITMAN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC135356  
MY COMMISSION EXP. JAN. 23, 1998


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

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

R.A.I. INDUSTRIES, INC., DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 6181 N.W. 33RD TERRACE, CITY OF FORT LAUDERDALE, STATE OF FLORIDA, 33309, HAS NAMED ROBERT J. SCHAFFER, LOCATED AT 4675 PONCE DE LEON BLVD., SUITE 305, CITY OF CORAL GABLES, FLORIDA 33146, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
ROBERT J. SCHAFFER  
INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
ROBERT J. SCHAFFER  
REGISTERED AGENT

DATED: March 19, 1996.

FILED  
96 MAR 20 AM 8 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA