

P96000028948

BRIAN R. BARTOS
ATTORNEY AT LAW

P.O. Box 150459
Cape Coral, FL 33915-0459
941-540-9000

Of Counsel to:
LEOCI & MEISENBERG

March 22, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re Articles of Incorporation: REN-BAR ENTERPRISES, INC.

10000176135.1
-03/28/96--01073--005
****122.50 ****122.50

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above corporation. In addition, the acceptance of registered agent and filing fee of \$122.50 is also enclosed. Once the Articles are recorded, please forward to me the Certificate and recorded copy of the Articles for my clients records.

Should there be any questions or concerns, please do not hesitate to contact me.

Very truly yours,


Brian R. Bartos

BRB/brb
enclosures
cc: client (w/o enclosures)

FILED
95 MAR 28 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
4/3/96
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ARTICLES OF INCORPORATION
OF
REN-BAR ENTERPRISES, INC.

FILED
\$5 MAR 28 APR 39
TALLAHASSEE FLORIDA

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name REN-BAR ENTERPRISES, INC., and hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be REN-BAR ENTERPRISES, INC., located at City of Naples, County of Collier, State of Florida.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The authorized capital stock which the corporation may issue shall be One Thousand (1000) shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

Article IV

The corporation shall commence business on filing with the Secretary of State.

Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

Article VI

The principal place for the transaction of its business shall be 148 Hickory Road, the City of Naples, County of Collier, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Michael DelMedico
Director, President, Secretary
148 Hickory Road
Naples, Florida 33963

Ronald E. Schmitt
Director, Vice President, Treasurer
4543 S.W. 15 Avenue
Cape Coral, Florida 33914

Article IX

The name and post office address of the incorporators of this corporation are as follows:

Michael DelMedico
148 Hickory Road
Naples, Florida 33963

Ronald E. Schmitt
4543 S.W. 15 Avenue
Cape Coral, Florida 33914

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is 148 Hickory Road, Naples, Florida 33963 and the name of the initial registered agent of this corporation at that address is Michael DelMedico.

Article XII

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, 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 XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in

relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

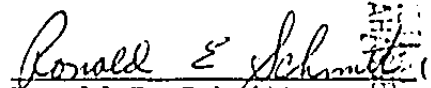
Article XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the

corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member of any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being the sole incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal at Naples, Florida, this 21 day of March, 1996.


 Michael DelMedico (Seal)


 Ronald E. Schmitt (Seal)

STATE OF FLORIDA)
)
 COUNTY OF Collier)

FILED
 25 MAR 28 AM 11:39
 CLERK OF DISTRICT COURT
 1ST DISTRICT
 FLORIDA

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths personally appeared MICHAEL DELMEDICO and RONALD E. SCHMITT, who are personally known to me or who produced the following identification _____ and _____

_____, and are the persons who made and
subscribed to the foregoing Articles of Incorporation, and
certifies and acknowledges that they made and executed said
certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 21 day of
March, 1996.


Notary Public

My Commission Expires:



OFFICIAL SEAL
DONNA DRAZELTON
My Commission Expires
Aug. 24, 1996
Comm. No. CC 223195

FILED
95 MAR 28 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That REN-BAR ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Naples, County of Collier, State of Florida, has named Michael DelMedico, located at 148 Hickory Road, City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Michael DelMedico, Registered Agent

P.96000028948

BRIAN R. BARTOS, Esquire
ATTORNEY AT LAW

P. O. Box 150459
Cape Coral, Florida 33915-0459
(941) 540-9000

December 30, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FILED
97 JAN 10 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: REN-BAR ENTERPRISES, INC., resignation of Ronald Schmitt

To whom it may concern,

200002054592--5
-01/10/97--01101--001
*****35.00 *****35.00

Please find enclosed the resignation of Ronald Schmitt as Officer and Director of the above corporation along with the appropriate fee in the amount of \$35.00 for the recording of said resignation. Once the resignation is recorded, please forward a recorded copy to me for my clients records.

Thanking you in advance and should there be any questions, do not hesitate to contact me.

Very truly yours,


Brian R. Bartos

BRB/brb
enclosure
cc: R. Schmitt

V8 JAN 17 1997

O/D resig.

REN-BAR ENTERPRISES, INC.

FILED
97 JAN 10 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RESIGNATION

I, RONALD SCHMITT, the undersigned officer and director of
REN-BAR ENTERPRISES, INC., hereby tender my resignation as Officer
and Director effective as of the 7th day of JANUARY,
1997.

Dated this 7th day of JANUARY, 1997.

Ronald E. Schmitt
RONALD SCHMITT, Officer and
Director