

Steven J. Richey, PA

ATTORNEYS & COUNSELORS AT LAW
STEVEN J. RICHEY
TERRY T. NEAL
JIMMY D. CRAWFORD

June 21, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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-07/01/96--01015--013
****122.50 ****122.50

Re: Ralphie's, Inc.

Gentlemen:

Enclosed herewith is an original and a duplicate copy of Articles of Incorporation for Ralphie's, Inc. for your consideration and filing if same meets with your approval.

Also enclosed is a check in the amount of \$122.50 representing the filing tax, the resident agent fee and the fee for a certified copy of said Articles. When filed, I would appreciate your furnishing me with a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,


TERRY T. NEAL

TTN/ais
Enclosures



FILED
96 JUL 28 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RALPHIE'S, INC.

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I

NAME

The name of the corporation is RALPHIE'S, INC., and its principal place of business is 9820 Bunker Road, Leesburg, FL 34788, with a mailing address of 9820 Bunker Road, Leesburg, Florida 34788.

ARTICLE II

GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V

**ADDRESS OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT**

The initial registered office of this corporation and the name of its initial registered agent at such address are:

LAUREL L. KING
9820 Bunker Road
Leesburg, Florida 34788

ARTICLE VI

Pursuant to the provisions of Section 607.0801(3), Florida Statutes, the business of the corporation shall be managed by the Shareholders of the corporation rather than by a Board of Directors.

ARTICLE VII

OFFICERS

The names and post office addresses of each of the officers of the corporation are:

PRESIDENT/SECRETARY/
TREASURER

LAUREL L. KING
9820 Bunker Road
Leesburg, FL 34788

VICE PRESIDENT

RALPH E. KING
9820 Bunker Road
Leesburg, FL 34788

ARTICLE VIII
INCORPORATORS

The name and address of each of the incorporators are:

<u>Name</u>	<u>Address</u>
LAUREL L. KING	9820 Bunker Road Leesburg, FL 34788

ARTICLE IX

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved to the Shareholders of this corporation.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 21 day of June, 1996.


LAUREL L. KING

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LAUREL L. KING, to me personally known to me to be the person described in or who produced _____ as identification, and who executed the foregoing document, and who acknowledged before me that She executed the same for the uses and purposes set forth therein.

WITNESS my hand and official seal in the State and County last aforesaid this 21st day of June, 1996.



Signature of Notary

TERRY T. NEAL

Print Name of Notary
NOTARY PUBLIC STATE OF FLORIDA



ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, 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.



LAUREL L. KING
REGISTERED AGENT

FILED
JUN 28 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA