

519 NEWNAN STREET
JACKSONVILLE, FLORIDA 38202

TELEPHONE (804) 632-0444 FACSIMILE (804) 383-1319

July 3, 1996

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314 3 /9 C

900001885549 -07/05/96--01088--005 ****122.50 ****122.50

Re:

Incorporation

Dear Sir:

Enclosed please find one original and one copy of the Articles of Incorporation for Raina, Inc., and the original Designation and Acceptance of Registered Agent. A certified copy of the Articles of Incorporation is hereby requested. Furthermore, enclosed is a check in the amount of \$122.50 to cover the costs of filing, designation of registered agent and one certified copy. Please return the certified copy to the undersigned.

Should you have any questions, please call.

SECRETARY OF STATE

Climton & Doud

Climton & Doud

CLD/ks enclosures

ARTICLES OF INCORPORATION

OF

RAINA, INC.

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Raina, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is for selling satellite dishes and to do everything necessary, proper, advisable, or convenient for the accomplishment of such purposes, as well as to carry out all other lawful business, that is not forbidden by Florida corporation law or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares.

Number. The aggregate number of shares the corporation shall have the authority to issue is 10,000 shares of Capital Stock with a value of \$1.00 per share.

Initial issue. 82 shares of the Capital Stock of the corporation shall be issued for cash at a value of \$1.00 per share.

Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 819 Townsend Boulevard, Suite 6, Jacksonville, Florida 32211, and the name of the initial registered agent at such address is Samuel N. Smith, Esquire.

SIXTH: The initial board of directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

Name	Number & Street	City	State	Zip Code
Sena Baker	13062 Brians Creek Drive	Jacksonville	FL	32224
Samuel N. Smith	13128 Quincy Bay Drive	Jacksonville	FL	32224

EIGHTH: The names and addresses of the initial incorporators are as follows:

Name	Number & Street	City	State	Zip Code
Sena Baker	13062 Brians Creek Drive	Jacksonville	FL	32224
Samuel N. Smith	13128 Quincy Bay Drive	Jacksonville	FL	32224

NINTH: An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ELEVENTH: The address of the principal office is 819 Townsend Boulevard, Suite 6, Jacksonville, Florida 32211.

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a vice-president of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

THIRTEENTH: Ownership of stock in this corporation shall be controlled by a Shareholders Agreement that shall be executed by all shareholders and the corporation.

FOURTEENTH: The effective date of this corporation is July 3, 1996.

IT WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Jacksonville, Florida, on the 3rd day of July, 1996.

Incorporator(s)
Sena & Baker

Incorporator(s)

STOCK SUBSCRIPTION AGREEMENT

WE, Sene Baker and Samuel N. Smith, being the incorporators of Raina, Inc., hereby agree that upon incorporation, that we shall authorize the following distribution of stock:

		En o
Larry Baker	10	
Sena Baker	11	13 J. F.
Samuel N. Smith	11	me in
Rosanna Smith	10	
Rosabel Hill	10	开公 。
Quentin Hill	10	젊은 요
Rosalyn Reyes	10	1. Pri
Edward Reyes	10	

Issuance of stock to each shareholder shall be contingent upon each shareholder executing the Shareholders' Agreement.

Dated: July 3, 1996

SENA RAKED

SAMUEL N. SMITH





Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

- 1. The name of the corporation is Raina, Inc.
- 2. The name of the registered agent is Samuel N. Smith
- 3. The address of the registered agent/registered office is 819 Townsend Boulevard, Suite 6, Jacksonville, Florida 32211.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

RY SAMUEL N SMITH

DATE: July 3, 1996

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Bosanna Smith
Requestor's Name

1368 Quincy Bay DR.

Jackson Ille, 3h. 33334 City/State/Zip Phone #

Trademark

Other

Office Use Only

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2(C	orporation Name)	(Docume	ent #)	
3. <u>(C</u>	orporation Name)	(Docume	ent #)	
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Examiner's Initials

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ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: Raing Two
SECOND:	The date dissolution was authorized: May 1 1997
THIRD:	Adoption of Dissolution (CHECK ONE)
Disso Was t	plution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.
Disso	olution was approved by vote of the shareholders through voting groups.
Th en	ne following statement must be separately provided for each voting group titled to vote separately on the plan to dissolve:
The r	number of votes cast for dissolution was sufficient for approval by
AI	// 8 members (voting group)
	· · · · · · · · · · · · · · · · · · ·
Signed	this 2 Nd day of JUNE, 19 97
Signature	SW FUL
•	(By the Chairman or Vice Chairman of the Board, President, or other officer)
-	Samuel N. Cith
	(Typed or printed name)
	Chairman
•	(Title)