

P960000 78909

TRANSMITTAL LETTER

To: [illegible]  
From: [illegible]  
Subject: [illegible]

900001938669  
-09/04/96--01135--010  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: BATH SYSTEMS INC.

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

\$ 122.50 - Filing Fee and Certified Copy (an additional copy is attached for a certified copy to be returned to me)

FROM: KENT C. RAINVILLE  
203 HOLMES BLVD.  
FT. WALTON BEACH, FLORIDA 32548  
904-243 2661

FILED  
96 SEP 20 PM 3:16  
TALLAHASSEE, FLORIDA

W96-18810  
135-625

F. CHESER SEP 23 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

September 9, 1996

KENT C RAINVILLE  
203 HOLMES AVE  
FT WALTON BEACH, FL 32548

SUBJECT: RAIL SYSTEMS INC.  
Ref. Number: W96000018810

FILED  
SEP 20 11 09 16

We have received your document for RAIL SYSTEMS INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for microfilming.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 496A00041884

*See  
attached -  
dark  
copy*

## ARTICLES OF INCORPORATION

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE I - NAME

The name of the corporation shall be:

RAIL SYSTEMS, INC.

### ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

203 HOLMES BLVD  
FT. WALTON BEACH FL. 32548

### ARTICLE III - SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:

1000 shares of one dollar par (\$1.00) value common stock.

Initial shares will be issued as follows:

PERSCRIBED AT A LATER DATE

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55 SEP 20 PM 3:17  
TALLAHASSEE, FLORIDA

**ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of initial registered agent is:

KENT RAINVILLE  
203 HOLMES BLVD  
FT. WALTON BEACH FLORIDA 32548  
904-243-2661

**ARTICLE V - INCORPORATORS**

The name and social security number as well as street address of the incorporators to these Articles of Incorporation are:

KENT RAINVILLE  
SSN 003-30-4556

203 HOLMES BLVD  
FT. WALTON BEACH FL. 32548

**ARTICLE VI - OFFICERS**

The names and titles of the initial officers of this corporation are:

KENT RAINVILLE                      PRESIDENT\TREASURER

**ARTICLE VII - TERMS OF EXISTENCE**

This corporation shall have a perpetual existence.

#### ARTICLE VIII - NATURE OF BUSINESS POWERS

The general nature of the business to be transacted by this Corporation is to engage in any business under the laws of the State of Florida.

#### ARTICLE IX - CUMULATIVE VOTING

Each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the shareholder.

#### ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders.

#### ARTICLE XI - INITIAL BOARD OF DIRECTORS

This corporation shall have two director's initially. The number of directors may be increased by the By-Laws.

The initial director's of this corporation are:

KENT RAINVILLE  
203 HOLMES BLVD  
FT. WALTON BEACH FL 32548

#### ARTICLE XII - TAX ARTICLE

It is the intention of this charter that the director shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

#### ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder of this Corporation upon the sale for cash of any stock of this Corporation which is held by another shareholder of this Corporation shall have the initial right to purchase that stock at the price it will be offered to others outside the Corporation.

The undersigned incorporators have executed these Articles of Incorporation this 18<sup>th</sup> day of September, 1996.

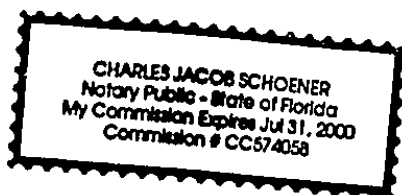
Kent C Rainville  
(Signature)  
KENT RAINVILLE  
PRESIDENT/TREASURER

\_\_\_\_\_  
(Signature)

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was subscribed and sworn to before me this 18<sup>th</sup> day of September, 1996.

Charles Jacob Schoener  
Notary Public  
My Commission Expires



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the process of Section 607.0501, Florida Statutes, The undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent.

1. The name of the corporation is:

RAIL SYSTEMS, INC.

2. The name and address of the Registered Agent and office is:

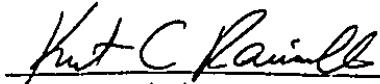
KENT RAINVILLE  
203 HOLMES BLVD.  
FT. WALTON BEACH FL. 32548  
904-243-2661

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TALLAHASSEE, FLORIDA

56 SEP 20 PM 3:17

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



(Signature)

KENT RAINVILLE  
REGISTERED AGENT



(Date)