

P96000084687

William W. Reynolds
244 Shopping Avenue #193
Sarasota, FL 34237
941-316-5745

September 17, 1996

200001954752
-09/24/96--01103--013
****122.50 ****122.50

New Filing Section
Division of Corporations
Department of State
6327
Tallahassee, FL 32314

Re: Corporate Filing for The Diamond Group

Please find enclosed Articles of Incorporation of The Diamond Group together with a certificate designating its registered agent and a check in the amount of \$122.50 to perform a corporate filing (for profit corporation) with a certified copy. Please feel free to call me at 941-316-5745 if you need additional information or have any questions.

Sincerely,



William W. Reynolds

FILED
96 OCT 14 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W96-20182~~

Called 10/7 Left message
Returned 10/9

William W. Reynolds
244 Shopping Avenue #193
Sarasota, FL 34237
941-316-5745

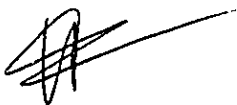
October 4, 1996

Teresa Brown
Corporate Specialist
New Filing Section
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Dear Ms. Brown,

Thank you for your letter dated September 25, 1996. I am forwarding you revised Articles of Incorporation as you have requested. I checked both the previous name and the current revised name with the Division of Corporations and have been advised there would be no conflict with the name **MOONRAKER**. I have also returned your letter. Please file the Articles of Incorporation or if you have any questions please call me at 941-316-5745.

Sincerely,

A handwritten signature in black ink, appearing to be 'WR' or similar initials, followed by a long horizontal stroke.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1996

WILLIAM W. REYNOLDS
244 SHOPPING AVENUE
SUITE 193
SARASOTA, FL. 34237

SUBJECT: THE DIAMOND GROUP
Ref. Number: W96000020182

We have received your document for THE DIAMOND GROUP and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 696A00044077



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

WILLIAM W. REYNOLDS
244 SHOPPING AVENUE
SUITE 193
SARASOTA, FL 34237

SUBJECT: MOONRAKER
Ref. Number: W96000020182

We have received your document for MOONRAKER and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 996A00045937

William W. Reynolds
244 Shopping Avenue #193
Sarasota, FL 34237
941-316-5745

October 10, 1996

Teresa Brown
Corporate Specialist
New Filing Section
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Dear Ms. Brown,

Thank you for calling. I am forwarding you revised Articles of Incorporation as you have requested. Please file the Articles of Incorporation or if you have any questions please call me at 941-316-5745.

Sincerely,

A handwritten signature in black ink, appearing to be 'WR' or similar initials, followed by a long horizontal stroke.

**ARTICLES OF INCORPORATION
OF
MOONRAKER CORPORATION**

FILED
96 OCT 14 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE NAME

The name of the corporation shall be "**MOONRAKER CORPORATION**".

ARTICLE TWO PRINCIPLE OFFICE

Its principle office in the State of Florida is located at 244 Shopping Avenue, Suite 193, in the City of Sarasota, County of Sarasota. The name and address of its resident agent is William W. Reynolds, 244 Shopping Avenue, Suite 193, Sarasota, Florida 34237.

ARTICLE THREE NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation. The nature of the business, or objects, or purposes to be transacted, promoted or carried on are:

To acquire by purchase or otherwise, hold, own, sell, lease, assign, transfer, convey, mortgage, encumber and otherwise to deal in and with grants, franchises, easements, concessions, licenses, leases, good will, rights and privileges of every kind and nature, or any interest therein, necessary or incidental in carrying out the purposes of this corporation.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, merchandise, commodities, equipment, supplies, and personal property of every class and description.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, formulae, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To purchase or otherwise acquire the whole or any part of the property, assets, business, good will and rights and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, debenture stock, notes, or other obligations of the corporation or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.

To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of shares or voting trust certificates for shares of the capital stock, or any bonds, notes, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation or government and also bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or country or sub-division or municipality thereof; to issue in exchange therefor shares of the capital stock, bonds, notes or other obligations of the corporation and while the owner thereof to exercise all the rights, powers and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts or other obligations of and otherwise aid in any manner which shall be lawful any corporation or association of which any bonds, stocks voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this corporation or in which, or in the welfare of which, this corporation shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks or other securities or evidences of indebtedness or the property of this corporation.

To organize or cause to be organized under the laws of the State of Florida, or of any other state, district, territory, nation, colony, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which the corporation is organized, and to

dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of these articles shall be regarded as independent objects and purposes.

ARTICLE FOUR CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Hundred Dollars (\$100.00).

ARTICLE FIVE MINIMUM CAPITAL

The minimum amount of capital with which the corporation will commence business is One Hundred Dollars (\$100.00).

ARTICLE SIX TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE SEVEN OFFICER DIRECTOR

The name and street address of the officer and director who shall hold office until a successor is elected is as follows:

<u>Name</u>	<u>Street Address</u>
William W. Reynolds	244 Shopping Avenue, Suite 193, Sarasota, FL 34237

ARTICLE EIGHT INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

<u>Name</u>	<u>Street Address</u>
William W. Reynolds	244 Shopping Avenue, Suite 193, Sarasota, FL 34237

ARTICLE NINE STOCKHOLDER PROPERTY

The private property of the stockholder shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE TEN DIRECTOR AUTHORITY

In furtherance and not in limitation of the powers conferred by statute, the director is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

To sell, lease, or exchange all of the property and assets of the corporation, including its good will and its corporate franchise, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other

corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

ARTICLE ELEVEN CREDITOR STOCKHOLDER COMPROMISE

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provision of the Florida Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Florida Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing fifty-one percent (51%) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE TWELVE STOCKHOLDER MEETINGS

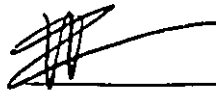
Meetings of stockholders may be held outside the State of Florida, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the director or in the by-laws of the corporation. Election of the director(s) need not be by ballot unless the by-laws of the corporation shall so provide.

ARTICLE THIRTEEN AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in this article of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this certificate, hereby declaring and certifying that the facts hererin stated are true, executing these Articles of Incorporation and accordingly have hereunto set my hand this 4th day of October, A. D. 1996.

Signature of Incorporator

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

William W. Reynolds

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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, in the State of Florida.

1. The name of the corporation is MOONRAKER CORPORATION.
2. The name and address of the registered agent and office is:

William W. Reynolds
244 Shopping Avenue
Suite 193
Sarasota, FL 34237



William W. Reynolds

Director

October 4, 1996

FILED
96 OCT 14 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 THIS 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 607.325, FLORIDA STATUTES.



William W. Reynolds

October 4, 1996

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



P96000084687

ACCOUNT NO. : 072100000032

REFERENCE : 156562 4352702

AUTHORIZATION : *Patricia Pizitz*

COST LIMIT : \$ 35.00

ORDER DATE : November 15, 1996

ORDER TIME : 10:32 AM

ORDER NO. : 156562

600002005816--4

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
Williams Parker Harrison Dietz
200 South Orange Avenue

Sarasota, FL 34230-3258

CHANGE OF AGENT

NAME: MOONRAKER CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: W. Charles Earnest

FA Change
11-15-96
DC

FILED
96 NOV 15 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 15 PM 12:15
DIVISION OF CORPORATION

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

I.

The name of the corporation is **MOONRAKER CORPORATION**

The date of incorporation is **October 14, 1996.**

The document number of the corporation is **P96000084687.**

II.

The name and address of the current registered agent and office is

**William W. Reynolds
244 Shopping Avenue
Suite 193
Sarasota, Florida 34237**

III.

The name and address of the new registered agent and office is


**James L. Turner
200 South Orange Avenue
Sarasota, Florida 34236**

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Date:

11/8/96




William W. Reynolds
President

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96 NOV 15 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Date:

11/6/96


James L. Turner
Registered Agent

JFL-179329