

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Ralph, Inc.

C.C. FEE.

DISBURSED

<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -	800001985568	5
<input type="checkbox"/> Fictitious Name File	-10/25/98=10/25=019	
	****122.50	****122.50
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ()		pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY Ken _____

WALK-IN Will Pick Up 10/25 12:00

ARTICLES OF INCORPORATION
OF
ROTTEN RALPH, INC.

FILED
95 OCT 25 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together, for the purpose of becoming a corporation, operating for profit by and under the provisions of the Statutes of the State of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be: ROTTEN RALPH, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be the management and operation of a restaurant and lounge.

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other obligations and the evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time or for any of the other objects of this business, and generally transact business concerning the same.

3. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks and bonds in other corporations.

4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restriction as to place or amount.

5. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation, whether or not such business or acts are similar in nature to the purposes and objects set forth herein and any amendment hereof.

The foregoing paragraph shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation and this corporation shall enjoy all the rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

ARTICLE III

The amount of capital stock authorized for this corporation shall be five hundred (500) shares of common stock with a par value of One and No/100 Dollars (\$1.00) per share. All of the authorized stock of this corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation. The directors of this corporation, in any legal meeting, are authorized to issue and dispose of all or any part of the authorized stock of this corporation for such consideration aforesaid, at a valuation as the directors thereof deem equitable.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred and No/100 Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE VI

The principal place of business of said corporation in the State of Florida is: 902 Bay Blvd. South, Anna Maria, Manatee County, Florida 34216. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors of this corporation may be increased or decreased from time to time by the Bylaws of this corporation, but the number of directors shall never be less than three nor more than five.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors and the officers of this corporation who shall hold office for the first year of the existence of this

corporation or until their successors are elected, and the respective offices which they will hold, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DOREEN M. RUSSELL	P.O. Box 2239 Anna Maria, Fl. 34216	President
RALPH R. RUSSELL	P.O. Box 2239 Anna Maria, Fl. 34216	Treasurer
PAUL J. RUSSELL	P.O. Box 2239 Anna Maria, Fl. 34216	Secretary

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation, and the statement of the number of shares of stock, and the value of the consideration therefor which each agrees to take is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
DOREEN M. RUSSELL	P.O. Box 2239 Anna Maria, Fl. 34216	150	\$150.00
RALPH R. RUSSELL	P.O. Box 2239 Anna Maria, Fl. 34216	150	\$150.00
PAUL J. RUSSELL	P.O. Box 2239 Anna Maria, Fl. 34216	100	\$100.00
DAVID R. RUSSELL	P.O. Box 2239 Anna Maria, Fl. 34216	100	\$100.00

ARTICLE X

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any question or motion or action of the stockholders of this corporation shall be decided by a majority vote of the stock entitled to vote thereon. The Bylaws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation. No person shall be required to own, hold or control

stock in this corporation as a condition precedent to holding an office or being a director or agent of this corporation. Vacancies in the officers and directors of this corporation shall be filled as prescribed in the Bylaws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating for profit under the laws of the State of Florida appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation subsequent to the initial offices may be increased, deleted or changed by the Bylaws of this corporation in keeping with the laws of the State of Florida appertaining thereto. Any action taken by the corporation may be ratified by a writing signed by all of the stockholders, thereby dispensing with the formalities of special and annual meetings of the stockholders and directors.

ARTICLE XI

The street address of the initial registered office of this corporation is 902 Bay Blvd. South, Anna Maria, Manatee County, Florida 34216, and the name of the initial registered agent of this corporation at that address is RALPH R. RUSSELL.

IN WITNESS WHEREOF, the undersigned, each a natural person competent to contract, being the original subscribers of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledge and file these Articles of Incorporation, hereby declaring that the matters herein stated are true and they do respectively agree to take the number of shares of stock for the value of the consideration above set forth, and do accordingly set their hands and seals this 14 day of October, 1996.

Signed, Sealed and Delivered
In the Presence Of:

Doreen M. Russell

DANLA R. TINGLER
Notary Public, State of Florida
My Comm. Expires May 22, 2000
As to the signature of the
Subscriber

Doreen M. Russell (SEAL)
DOREEN M. RUSSELL

SUBSCRIBER

Signed, Sealed and Delivered
In the Presence Of:

Darla R. Tingle
DARLA R. TINGLE
Notary Public, State of Florida
My comm. expires May 22, 2000
Comm. No. CC556622

As to the signature of the
Subscriber

Ralph R. Russell
RALPH R. RUSSELL

SUBSCRIBER

Darla R. Tingle
DARLA R. TINGLE
Notary Public, State of Florida
My comm. expires May 22, 2000
Comm. No. CC556622

As to the signature of the
Subscriber

Paul J. Russell
PAUL J. RUSSELL

SUBSCRIBER

Darla R. Tingle
DARLA R. TINGLE
Notary Public, State of Florida
My comm. expires May 22, 2000
Comm. No. CC556622

As to the signature of the
Subscriber

David R. Russell
DAVID R. RUSSELL

SUBSCRIBER

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally
appeared DOREEN M. RUSSELL and RALPH R. RUSSELL, to be known to be
the persons described in and who executed the foregoing and they
acknowledged before me that they ~~executed same for the purposes~~
therein expressed, and that they are personally known to me or have
produced a _____ as
identification.

WITNESS my hand and official seal this 14 day of
October, 1996.

Darla R. Tingle
Notary Public
DARLA R. TINGLE
Notary Public, State of Florida
My comm. expires May 22, 2000
Comm. No. CC556622

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally
appeared PAUL J. RUSSELL to be known to be the person described in
and who executed the foregoing and he acknowledged before me that
he ~~executed same for the purposes~~ therein expressed, and that he is
personally known to me or has produced a _____
as identification.

WITNESS my hand and official seal this 14 day of
October, 1996.

Darla R. Tinkler
Notary Public
DARLA R. TINKLER
Notary Public, State of Florida
My comm. expires May 22, 2000
Comm. No. CC556622

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared DAVID R. RUSSELL to be known to be the person described in and who executed the foregoing and he acknowledged before me that he executed same for the purposes therein expressed, and that he is personally known to me or has produced a _____ as identification.

WITNESS my hand and official seal this 14 day of October, 1996.

Darla R. Tinkler
Notary Public
DARLA R. TINKLER
Notary Public, State of Florida
My comm. expires May 22, 2000
Comm. No. CC556622

CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of ROTTEN RALPH, INC. a corporation duly organized and existing under the laws of the State of Florida is: 902 Bay Blvd. South, Anna Maria, Manatee County, Florida 34216.

2. The Registered Office of this corporation is: 902 Bay Blvd. South, Anna Maria, Manatee County, Florida 34216.

3. The Registered Agent of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
RALPH R. RUSSELL	902 Bay Blvd. South Anna Maria, Florida 34216

4. The name and address and respective office of each member of the Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DOREEN M. RUSSELL	P.O. Box 2239 Anna Maria, Fl. 34216	President
RALPH R. RUSSELL	P.O. Box 2239 Anna Maria, Fl. 34216	Treasurer
PAUL J. RUSSELL	P.O. Box 2239 Anna Maria, Fl. 34216	Secretary

5. The name and address of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
DOREEN M. RUSSELL	P.O. Box 2239, Anna Maria, Florida 34216
RALPH R. RUSSELL	P.O. Box 2239, Anna Maria, Florida 34216
PAUL J. RUSSELL	P.O. Box 2239, Anna Maria, Florida 34216
DAVID R. RUSSELL	P.O. Box 2239, Anna Maria, Florida 34216

ROTTEN RALPH, INC.

By: Ralph R. Russell
Corporate Officer

FILED
96 OCT 25 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
OF
ROTTEN RALPH, INC.

Having been named a 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 obligations of my position as registered agent.

DATED: 10/14/96

Ralph R. Russell
RALPH R. RUSSELL
Registered Agent