

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

ATTORNEYS AND COUNSELORS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
ELEVENTH FLOOR
WEST PALM BEACH, FLORIDA 33401

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JOHN C. RANDOLPH
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PETER A. SACHS
D. GULVER SMITH III
SIDNEY A. STUBBS
ALLEN R. TOMLINSON
JOHN S. TRIMPER
BRIAN S. WAXMAN
BRIAN S. WEAVER

HENRY F. LILIENTHAL
1902-1992

HARRY ALLISON JOHNSTON
1895-1983

R. BRUCE JONES
1904-1988

PAUL C. WOLFE
1933-1991

RETIRED
LIAM A. FOSTER
OF COUNSEL
MARTIN J. MANAGAN
JACK A. FLISCO

WRITER'S DIRECT LINE: _____

PS 6000 104592
Via Federal Express
Corporate Records Bureau
Division of Corporations
Department of State
1201 Hays Street
Tallahassee, Florida 32301

Gentlemen:

Re: RAG, Inc.

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation. Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 Registered Agent fee.

Please note that Article XI of the Articles of Incorporation state that the corporation shall begin business on the date of signing, December 11, 1996.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By _____

David E. Dreyer

ENCLOSURES ATTACHED 18901-3 SECYST.L1

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 12 PM 4:03

FILED

NA
12/31 w96 215



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1996

JONES FOSTER, JOHNSTON & STUBBS, P.A.
% DAVID E. DREYER
P.O. BOX 3475
W PALM BEACH, FL 33402-3475

SUBJECT: RAG, INC.
Ref. Number: W96000026215

We have received your document for RAG, INC. 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 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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 996A00055717

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

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WEST PALM BEACH, FLORIDA 33401

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WRITER'S DIRECT LINE: _____

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R. BRUCE JONES
1904-1988
PAUL C. WOLFE
1933-1991
RETIRED
WILLIAM A. FOSTER
OF COUNSEL
L. MARTIN FLANAGAN
JACK A. PUSCO

December 19, 1996

Corporate Records Bureau
Division of Corporations
Department of State
1201 Hays Street
Tallahassee, Florida 32301

Gentlemen:

Re: RAG INTERNATIONAL, INC.
Ref. Number: W96000026215
Letter Number: 996A00055717

get two
Enclosed ~~is the original and a copy~~ of the Articles of Incorporation of the captioned proposed corporation. Please file the original and return ~~the copy~~ *one original* certified.

A check in the amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 Registered Agent fee has previously been mailed to you (see attached letter number 996A00055717).

Please note that Article XI of the Articles of Incorporation state that the corporation shall begin business on the date of signing, December 19, 1996.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By


David E. Dreyer

GAUSERSATTYDEDA18901-3\SECYST.L1

Enclosures

ARTICLES OF INCORPORATION
OF
RAG INTERNATIONAL, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be RAG INTERNATIONAL, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 100 shares of common stock of \$1.00 par value, fully paid and non-assessable.

FILED
96 DEC 12 PM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
12-19-96

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is #1803 Washington Tower, 2000 Presidential Way, West Palm Beach, Palm Beach County, FL 33401-1599

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is David E. Dreyer, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, FL 33401-3475.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have one (1) Director. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director is:

Robert A. Goldman
#1803 Washington Tower
2000 Presidential Way
West Palm Beach, FL 33401-1599

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more

of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Robert A. Goldman
#1803 Washington Tower
2000 Presidential Way
West Palm Beach, FL 33401-1599

President/Secretary/Treasurer

ARTICLE IX

Incorporator

The name and address of the incorporator is:

David E. Dreyer
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401-3475

ARTICLE X

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes 607.0203, providing that corporate existence may begin up to five days before the filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation this 19th day of December, 1996.

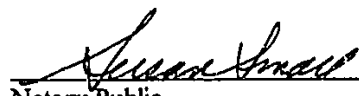

David E. Dreyer, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by David E. Dreyer, who is
personally known to me or who has produced a driver's license as identification, this 19 day
of December, 1996.

(NOTARY SEAL)


Notary Public
Print Name: SUSAN SMALL
Commission No.: _____
My commission expires: _____



SUSAN SMALL
MY COMMISSION # CC483531 EXPIRES
September 12, 1999
BONDED TRISTAR FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That RAG INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, has named David E. Dreyer, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, FL 33401-3475, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.


David E. Dreyer, Registered Agent

GAUSERS\ATTY\DED\18901-3\ARTICLES.

FILED
96 DEC 12 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE FLORIDA