

# Shea & Associates, P.A.

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J. Michael Shea, J.D.

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January 14, 1997

State of Florida  
Department of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32314

500002062435--4  
-01/17/97-01112-008  
\*\*\*122.50 \*\*\*122.50

RE: R & S RESOURCES, INC.

Dear Sir/Madam:

Enclosed is an one (1) original and one (1) copy of the Articles of Incorporation for the above listed corporation. Please file the original in your offices. In addition, please certify and return to our office one (1) certified copy of the Articles of Incorporation.

We are enclosing our check in the amount of \$122.50 covering the filing and certification of the Articles of Incorporation for the above listed corporation.

If you have any questions, please do not hesitate to contact the undersigned. Your help and cooperation in this matter is greatly appreciated.

Respectfully and sincerely,

J. Michael Shea

JMS/jcr  
Enclosures

cc: Charles Rizzo (w/ enclosures)

FILED  
97 JAN 17 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JAN 23

ARTICLES OF INCORPORATION  
OF

R & S RESOURCES, INC.

FILED  
97 JAN 17 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit, pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be R & S RESOURCES, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on filing these articles with the Secretary of State.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage or transact in 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.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 27854 Arlington Road, Wesley Chapel, Florida 33543, and the name of the initial registered agent for this corporation at such address is J. Michael Shea, Esquire, 419 West Platt Street, Tampa, Florida 33606.

#### ARTICLE VI - QUORUM

Unless otherwise provided for in the corporation's by-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

#### ARTICLE VII - SPECIAL PROVISIONS

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

#### ARTICLE VIII - DIRECTORS

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the by-laws, but shall never be less than one. The name and address of the initial director of the corporation who shall hold office until their successors are elected and have qualified, and their respective interest in this corporation is as follows:

Charles L. Rizzo, President/Director  
27854 Arlington Road  
Wesley Chapel, Florida 33543  
One Hundred Percent Interest (100%)

#### ARTICLE IX - INCORPORATORS

The name and address of the corporation's incorporator is:

J. Michael Shea, Esquire  
419 West Platt Street  
Tampa, Florida 33606

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

#### ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

#### ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 14th day of January, 1997.



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J. MICHAEL SHEA ESQ.  
Incorporator and Registered Agent

REGISTERED AGENT DESIGNATION

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.

Dated: January 14, 1997

  
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J. MICHAEL SHEA, ESQ.

FILED  
97 JAN 17 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA