

LAW OFFICES OF  
**HENDRY, STONER, SAWICKI & BROWN**

PROFESSIONAL ASSOCIATION

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ROBERT R. HENDRY  
RICHARD D. STONER  
STEPHEN C. SAWICKI  
G. STEVEN BROWN  
LAURA A. QUIGLEY

897000007987

JANUARY 14, 1997

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
New Filing Section  
Post Office Box 6327  
Tallahassee, Florida 32314

800002063810--7  
-01/22/97--01031--006  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Rodguez, Inc.

Dear New Corporation Filing Clerk:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed please find our firm's check number 16300 in the amount of \$122.50 made payable to the Department of State for filing of these Articles of Incorporation. Please have the original Articles filed with the Department of State at your earliest convenience. Also, please forward a certified copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,

*Theresa*

Theresa Strickland, Secretary  
G. Steven Brown

/tjs

Enclosures

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JAN 28

BSB

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION

OF

RODGUEZ, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: RODGUEZ, INC. The principal office of the Corporation is 7409 Herricks Loop, Orlando, Florida 32835.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of \$0.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Joel Rodriguez  
7409 Herricks Loop  
Orlando, Florida 32835

Article 7. Incorporators. The name and address of each Incorporator is as follows: Richard D. Stoner, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 15th day of January, 1997.

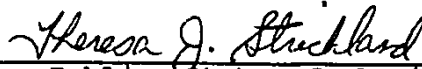


Richard D. Stoner

STATE OF FLORIDA)  
COUNTY OF ORANGE)

Before me personally appeared RICHARD D. STONER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of January, 1997.



Notary Public, State of Florida at Large

Theresa J. Strickland

Typed Name of Notary Public

Commission No.: CC 371101

(NOTARY SEAL)


THERESA J. STRICKLAND  
Notary Public, State of Florida  
My Comm. Expires July 16, 1998  
Comm. No. CC371101

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of RODGUEZ, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 15th day of January, 1997.

**FLORIDA CORPORATE SUPPORT, INC.**

By:   
Richard D. Stoner, as  
Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA