

P97000024285

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-0870
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 \$ _____

EFFECTIVE DATE
3-17-97

FILED

97 MAR 18 PM 3:04

STATE
TALLAHASSEE, FLORIDA

AL MAR 18 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE 3-18-97
TIME 10:15
BY DL CK No. _____

WALK-IN
Will Pick Up _____

RE:

Ram of Polk
County, Inc.

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. Filing	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership Filing	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. Filing	_____	_____
<input type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. Filing	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U B -	_____	_____
<input type="checkbox"/> Fictitious Name Filing	_____	_____
<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 Filing	_____	_____
<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 Prop.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____

SUBTOTALS _____

FEE.....	\$ 34
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

ARTICLES OF INCORPORATION

OF

RAM OF POLK COUNTY, INC.

EFFECTIVE DATE
3-17-97

FILED
97 MAR 18 PM 3:04
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

The undersigned, acting as Incorporator of RAM OF POLK COUNTY, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

Article I - NAME

The name of this corporation is RAM OF POLK COUNTY, Inc. The principal address of this corporation is 2202 East Main Street, Lakeland, Florida 33801.

Article II - COMMENCEMENT OF EXISTENCE

The existence of the corporation is to commence on the date of subscription and acknowledgment of these Articles of Incorporation.

Article III - PURPOSE

The general purpose or purposes for which the corporation is organized is to engage in the business of beer and wine retail sales.

Article IV - AUTHORIZED SHARES

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock. The consideration to be paid for each share shall be as fixed by the board of directors, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Article V - CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be

entitled, in any election of directors, to that number of votes equal to the number of shares held by such shareholder multiplied by the number of directors to be elected, and each shareholder may cast such votes for a single candidate, or may distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

Article VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of receipt of a notice in writing from the corporation inviting him to exercise the right.

Article VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation is 2202 East Main Street, Lakeland, Florida 33801, and the name of the initial registered agent of this corporation is Rose Marie L. Strauch and her address is 1127 Old Polk City Road, Lakeland, Florida 33809.

Article VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors are:

Rose Marie L. Strauch
1127 Old Polk City Road
Lakeland, Florida 33809

Jeffery Gorman
425 West Hunter
Lakeland, Florida 33801

Article IX – INCORPORATORS

The name and address of the incorporator is:

Rose Marie L. Strauch
1127 Old Polk City Road
Lakeland, Florida 33809

The incorporator of the corporation hereby assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he hereby assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

Article X – BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XI – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

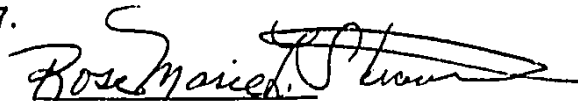
Article XII – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XIII - EFFECTIVE DATE

This corporation shall be deemed effective on March 17, 1997, and shall commence its existence on March 17, 1997.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of March, 1997.


Subscriber
Name: Rose Marie L. Strauch

STATE OF FLORIDA
COUNTY OF POLK

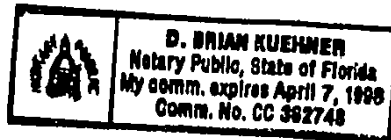
Before me, a Notary Public, authorized to take acknowledgements in the state and county set forth above personally appeared Rose Marie L. Strauch, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of March, 1997.


Name: D. Brian Kuehner
(Please Print)
Notary Public

My Commission Expires:

(Affix Notarial Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE 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:

RAM OF POLK COUNTY, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, State of Florida, has named Rose Marie L. Strauch, located at 1127 Old Polk City Road, Lakeland, Florida 33801, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ROSE MARIE L. STRAUCH

FILED
97 MAR 18 PM 3:04
CLERK
JUDICIAL CIRCUIT IN AND FOR
POLK COUNTY, FLORIDA