

P97000027945



ACCOUNT NO. : 072100000032

REFERENCE : 309592 8631A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 27, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 309592-005

CUSTOMER NO: 8631A

CUSTOMER: Ms. Leslie Browning  
TREISER KOBZA & VOLPE

Suite 330  
4001 Tamiami Trail, North  
Naples, FL 33940

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-03/27/97--01067--026  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: RATTLESNAKE 41 HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED  
97 MAR 27 PM 1:45  
TALLAHASSEE, FLORIDA  
STATE

NOTED  
97 MAR 27 AM 11:37  
DIVISION OF CORPORATION

84 MAR 27 1997

**ARTICLES OF INCORPORATION  
OF**

**RATTLESNAKE 41 HOLDINGS, INC.**

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of the Corporation is Rattlesnake 41 Holdings, Inc. . The address of the Corporation is 4001 Tamiami Trail North, Suite 330, Naples Florida 34103.

**ARTICLE II**

**DURATION**

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**SHARES**

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one, class, with a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

**PREEMPTIVE RIGHTS**

There shall be no preemptive rights for any shareholder.

**FILED**  
97 MAR 27 PM 1:45  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the sole Incorporator is Richard M. Treiser, 4001 Tamiami Trail North, Suite 330, Naples Florida 34103.

**ARTICLE VII**  
**BY-LAWS**

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors of the shareholders in the manner provided in the By-Laws.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have two (2) Directors initially, and the name and address of such initial Directors are as follows:

Richard M. Treiser,                      4001 Tamiami Trail North, Suite 330, Naples Florida 34103.

Christopher T. Vernon,                4001 Tamiami Trail North, Suite 330, Naples Florida 34103.

**ARTICLE IX**  
**CONTRACTS WITH DIRECTORS**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an officer of such other Corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

**ARTICLE X**

**SHAREHOLDERS' PROPERTY**

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

**ARTICLE XI**

**INDEMNIFICATION**


The Corporation shall indemnify and insure its officers and Directors to the fullest extent permitted by law either now or hereafter.

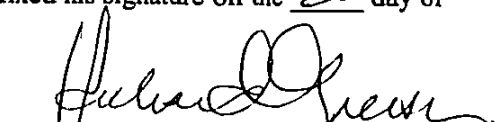
**ARTICLE XII**

**REGISTERED AGENT AND OFFICE**

The registered agent of the Corporation is Richard M. Treiser, and the address of the registered office is 4001 Tamiami Trail North, Suite 330, Naples Florida 34103 .

IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 26<sup>th</sup> day of March, 1997.

  
Stanley Lieberfarb  
STANLEY LIEBERFARB

  
Richard M. Treiser

STATE OF FLORIDA

COUNTY OF COLLIER

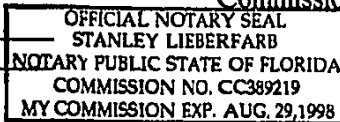
The foregoing instrument was acknowledged before me this 26 day of March, 1997 by Richard M. Treiser, who is personally known to me (or has produced \_\_\_\_\_ as identification) and did take an oath.

Stanley Lieberfarb  
Notary Public

Typed, Printed or Stamped Name  
Commission No: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

My Commission Number is: \_\_\_\_\_



**ACCEPTANCE BY REGISTERED AGENT**

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 26<sup>th</sup> day of March, 1997.

Richard M. Treiser  
Richard M. Treiser

FILED  
97 MAR 27 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA