

4/2/04  
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Charter Number Only

VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

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-04/22/97--01048--004  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Russo Industries, Inc.

97 APR 22 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

Name	
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Verifier	
Acknowledgment	
W.P. Verifier	

CERTIFIED COPY

RECEIVED  
97 APR 22 AM 10:04

**Articles Of Incorporation  
Of  
Russo Industries, Inc.**

**FILED**  
97 APR 22 PM 12: 29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation shall be Russo Industries, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE V - PREEMPTIVE RIGHTS GRANTED**

The holders of 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, shares of common stock of this corporation which may be issued from time to time for money, property or past services in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office and registered agent is:

John K. Eastham, Jr., Esq.  
138 W. Palmetto Park Road  
Boca Raton, Florida 33432

The initial registered agent, upon accepting this designation, agrees to comply with the provisions of Section 48.091 of the Florida Statutes as amended from time to time with regard to keeping the office open for service of process.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than four (4).

**ARTICLE VIII - INDEMNIFICATION**

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

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: MARK JOSEPH RUSSO, 3601 North Military Trail, #156, Boca Raton, Florida 33431.

**ARTICLE X - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of Russo Industries, Inc. is 138 West Palmetto Park Road, Boca Raton, Florida 33432.

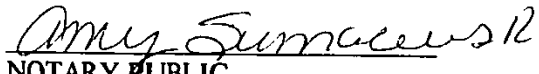
IN WITNESS WHEREOF, I have subscribed my name this 18th  
day of April, 1997.

  
MARK JOSEPH RUSSO  
Incorporator

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing Articles of Incorporation of Russo Industries, Inc., were acknowledged before me by MARK JOSEPH RUSSO as Incorporator, who is personally known to me or who has produced a Driver's License as identification this 18th day of April, 1997.

  
NOTARY PUBLIC



AMY SUMACEWSKI  
My Commission CC368225  
Expires Apr. 27, 1998  
Bonded by HAI  
800-422-1555

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

1. The name of the corporation is: Russo Industries, Inc.
2. The name and address of the registered agent and office is: JOHN K. EASTHAM, JR.,  
138 West Palmetto Park Road, Boca Raton, Florida 33432.

  
JOHN K. EASTHAM, JR.

April 14, 1997

Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

  
JOHN K. EASTHAM, JR.

DATE:

April 18, 1997

B:RUSSOARTICLES.INC

FILED  
97 APR 22 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA