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TRANSMITTAL LETTER  
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97MAY23 PM 1:17

SECRETARIAL STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: RAYCO SERVICES, INC.  
(Proposed corporate name - must include suffix)

800002189658--6  
-05/23/97--01054--004  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DONALD R. BROWN  
Name (Printed or typed)

1330 NORTH 2ND AVE.  
Address

JACKSONVILLE BEACH, FL 32250  
City, State & Zip

904-366-4059  
Daytime Telephone number

*RT  
5/27/97*

NOTE: Please provide the original and one copy of the articles.

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## ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be: Rayco Services, Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1330 North Second Avenue  
Jacksonville Beach  
Florida 32250

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 of \$0.01 par value.

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Donald R. Brown  
1330 North Second Avenue  
Jacksonville Beach  
Florida 32250

### ARTICLE V INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Donald R. Brown  
1330 North Second Avenue  
Jacksonville Beach  
Florida 32250

### ARTICLE VI PURPOSE OF BUSINESS

The nature of the business and, the objects and purposes proposed to be transacted, promoted, and carried on, are to do any or all the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: The purpose of the corporation is to engage in any lawful act or activity for which the corporation may be organized under the corporate laws of Florida.

## **ARTICLE VII POWERS OF DIRECTORS, OFFICERS, AND SHAREHOLDERS**

The Director(s) shall have the power to make and to alter or amend the By-Laws; to affix the amount to be reserved for working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

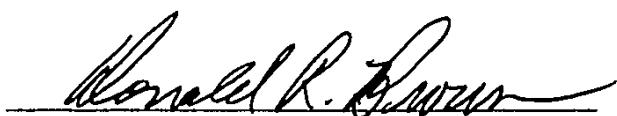
The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have the power to hold their meetings and keep the books, documents, and papers of the Corporation outside of the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes and powers specified in Article VI hereof shall, except where otherwise specified in said Article, be nowise limited or restricted by reference to or inference from the terms of any other clause or Article in this certificate of incorporation, that the objects, purposes and powers specified in Article VI and in each of the clauses or Articles of this charter shall be regarded as independent objects, purposes and powers.

## **ARTICLE VIII PERSONAL LIABILITY OF DIRECTORS**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

A handwritten signature in black ink, appearing to read "Ronald R. Brown", is written over a horizontal line. The signature is fluid and cursive, with a prominent "R" and "B".

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## **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

FLORIDA

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 Rayco Services, Inc.
2. The name and address of the registered agent and office is:  
Donald R. Brown  
1330 North Second Avenue  
Jacksonville Beach  
Florida 32250

*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.*

Donald R. Brown Date 5/22/97