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May 21, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: RAFCO Services, Inc.

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-05/27/97--01077--017
***122.50 ***122.50

Dear Sir or Madam:

Enclosed are two original executed copies of the Articles of Incorporation for **RAFCO Services, Inc.**, together with a check for the \$122.50 filing fee calculated as follows: Articles of Incorporation - \$35.00; Designation of and Acceptance by Registered Agent - \$35.00; and certified copy of Articles - \$52.50.

Please return the certified copy to the undersigned. Thank you for your usual courteous cooperation.

Sincerely,

Philip E. Perrey
Philip E. Perrey

PEP:mb
Enclosures

FILED
97 MAY 27 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
5/30/97

ARTICLES OF INCORPORATION

The undersigned, **RAYMOND A. FUSCO**, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

RAFCO Services, Inc.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, rateably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office, and the initial registered office of the corporation, is 212 85th Street, Holmes Beach, Florida. The mailing address of the corporation is 212 85th Street, Holmes Beach, Florida 34217. The name of this corporation's initial registered agent at such address is **RAYMOND A. FUSCO**. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be one. The Board of Directors shall consist of not less than one nor more than three members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of one person. The name and address of the sole member of the initial Board of Directors is as follows:

Raymond A. Fusco
212 85th Street
Holmes Beach, FL 34217

ARTICLE VIII

The name and address of the incorporator is as follows:


Raymond A. Fusco
212 85th Street
Holmes Beach, FL 34217

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this ____ day of May, 1997.

 (SEAL)
RAYMOND A. FUSCO

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22nd day of May, 1997, by
RAYMOND A. FUSCO, who is personally known to me or who has produced N/A as
identification and who did not take an oath.


Notary Public
Print Name: Philip E. Perry
My Commission Expires: _____



PHILIP E. PERRY
My Commission 0000018
Expires Feb. 14, 2000

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as
registered agent for **RAFCO Services, Inc.**, a Florida corporation.


RAYMOND A. FUSCO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA