

P97 0000 67866

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

PROFESSIONAL ASSOCIATION

MICHAEL D. ANNIS
WILLIAM F. BRANDES, JR.
ENOLA T. BROWN
J. DANIEL CLARK
PRESTON O. COCKEY, JR.
JODI L. CORRIGAN
PAMELA K. COTHRAIN
ROBERT M. DAISLEY
KIRK S. DAVIS
KENNETH A. DIAMOND
EDITH N. DINNEEN
PETER D. DORAGH
GREGORY W. DWORZANOWSKI
JOSEPH D. EDWARDS
BRUCE G. FEDOR
W. KEITH FENDRICK
THOMAS B. GARLICK
DAVID A. GOLDSTEIN
D. LOCKWOOD GRAY
CHRISTOPHER L. GRIFFIN
C. DAVID HARPER
MARK S. HOWARD
MICHELE R. HUDSICK
BARBARA HARDY HUNT
LAWRENCE P. INGRAM
DAVID S. JOHNSON
LORIEN SMITH JOHNSON

SUITE 2100
ONE TAMPA CITY CENTER
POST OFFICE BOX 3433
TAMPA, FLORIDA 33601

TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067
amcer@gte.net

AVAILABLE FOR CONSULTATION
KÄRCEL, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 38
D-10719 BERLIN
GERMANY
011-49-30-885-7710
FAX 011-49-30-881-1308

July 31, 1997

ELLEN L. KOEHLER
STEPHEN L. KUSSNER
DAVID L. LAPIDES
THOMAS M. LITTLE
ROBERT D. McLEAN
GAIL E. MARTIN
MARION PORTER MATHIASON
STEPHEN J. MITCHELL
LEE E. NELSON
C. PERRY PEEPLES
CLAUDIUS H. PRITCHARD, V
JOHN H. RAINS, III
BENJAMIN P. REESE, II
FRED S. RIDLEY
ROBERT L. ROCKE
THOMAS J. ROEHN
L. KIRK ROGERS
JOSEPH W.N. RUGG
STEVEN M. SAMAHA
OLIN G. SHIVERS
DEBRA K. SMIETANSKI
STEPHEN J. SZABO, III
PETER R. WALLACE
RANDOLPH J. WOLFE
DONNA D. WYSONG

FREDERICK B. KARL
OF COUNSEL

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

600002255796--5
-08/04/97--01016--014
*****70.00 *****70.00

Re: Carlos Rodriguez Enterprises, Inc.
Our File No. 6238-001

Dear Madam or Sir:

Enclosed are an original and one copy of the Articles of Incorporation for the above-captioned corporation, as well as our client's check in the amount of \$70.00 to cover the cost of the filing.

Please file the Articles, place your "Filed" stamp on the enclosed copy, and then return the acknowledgment to the undersigned's attention in the envelope enclosed for that purpose.

If you have any questions, please let us know. Thank you for your assistance with this matter.

Sincerely,

Katherine Russell

Katherine Russell
Legal Assistant

FILED
AUG -4 AH10: 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
6238-001-0435587.01

AUG 6 1997

**ARTICLES OF INCORPORATION
OF
CARLOS RODRIGUEZ ENTERPRISES, INC.**

FILED
97 AUG -4 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I
Name and Address**

The name of this Corporation is: **Carlos Rodriguez Enterprises, Inc.**. The street address of the Corporation is: **2929 Palmetto Street, Tampa, Florida 33607.**

**ARTICLE II
Term of Existence**

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

**ARTICLE III
Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
Powers**

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with,

shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2929 Palmetto Street, Tampa, Florida 33607, and the name of its initial registered agent at such address is Carlos Rodriguez.

ARTICLE VII
Initial Board of Directors

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Carlos Rodriguez	2929 Palmetto Street Tampa, Florida 33607

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Carlos Rodriguez	2929 Palmetto Street Tampa, Florida 33607

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 7 day of 31 97, 1997.



CARLOS RODRIGUEZ

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



CARLOS RODRIGUEZ

Dated the 7 day of 31, 1997

6238-001-0394699.01

FILED
97 AUG -4 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA