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Charter Number Only

8/14/97 Joanne

Cohn, Parker

18227 Pines Blvd.

Embroke Pines, FL 33029

City State ZIP Phone  
#431-8400

VALIDATION ONLY

FILED  
97 AUG 15 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-08/15/97--01051--011  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Horseshoe-Ritter Corporation



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
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W P Verifier

Certified copy

X W. AUG 15 1997

RECEIVED  
97 AUG 15 PM 11:02

**ARTICLES OF INCORPORATION**  
**OF**  
**HORSESHOE-RITTER CORPORATION**

FILED  
97 AUG 15 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be **HORSESHOE-RITTER CORPORATION**.

**ARTICLE II**

**Purpose**

The general nature of the business to be transacted and the object and purposes for this corporation shall be unlimited as the laws of the State of Florida may allow.

**ARTICLE III**

The capital stock of this corporation shall consist of one hundred (100) shares of common stock of \$1.00 par value, fully paid and non-assessable.

**ARTICLE IV**

**Principal Address,  
Initial Registered Office and Agent**

The principal address of this corporation shall be: 1217 Cape Coral Parkway, Cape Coral, Florida 33904 and the initial registered office of this corporation shall be: 1217 Cape Coral Parkway, Cape Coral, Florida 33904. The name of the initial registered agent of this corporation shall be: Pierre Luonde.

**ARTICLE V**

**Shareholder Management**

This corporation shall not have a Board of Directors, but shall be managed directly by or under the direction of the shareholders. The shareholders shall be solely vested with the power to adopt, alter, amend or repeal by-laws.

## ARTICLE VI

### Special Provisions

*The following special provisions shall govern this corporation.*

*A. The time and place of the annual shareholders' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.*

*B. There shall be a President, Vice President, Treasurer and Secretary of the corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.*

*C. The officers may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.*

*D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.*

*E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every person who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for benefit of himself or any firm,*

association or corporation in which he may be anyways interested.

#### ARTICLE VII

##### Officers

The Officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

President and Treasurer

Andrea Ritter  
1217 Cape Coral Parkway  
Cape Coral, Florida 33904

Vice President and Secretary

Pierre Lūōnd  
1217 Cape Coral Parkway  
Cape Coral, Florida 33904

#### ARTICLE VIII

##### Incorporators

The name and address of the incorporator is: Andrea Ritter, 1217 Cape Coral Parkway, Cape Coral, Florida 33904.

#### ARTICLE IX

##### Amendment

This corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That **HORSESHOE-RITTER CORPORATION** desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 1217 Cape Coral Parkway, Cape Coral, Florida 33904, has named Pierre Luonde, located at 1217 Cape Coral Parkway, Cape Coral, Florida 33904, as its Registered Agent to accept service of process within this State.

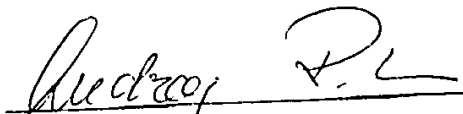
FROM : PROFESSIONAL OFFICES

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Aug. 08 1997 10:47AM P5

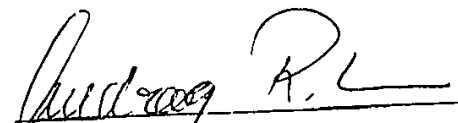
**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, 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.

  
Andrea Ritter

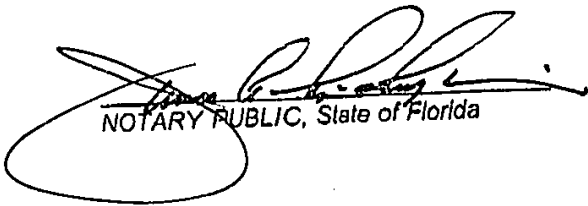
DATED. 08/09/97

IN WITNESS THEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 09 day of August, 1997.

  
Andrea Ritter

STATE OF FLORIDA )  
COUNTY OF LEE )SS.

The foregoing instrument was acknowledged before me this 9 day of August, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



JAMES A. MCLOUGHLIN  
My Commission CC481147  
Expires May. 08, 1999  
Bonded by HAI  
800-422-1656

FILED  
97 AUG 15 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA