

P97000080534

BSB From

Date 8 Sept 77 Sender's Drafts Account Number

Name Robert RAMIEH Phone (941) 751-5172

Company ARABCO ENTERPRISES, INC.

Address 4616 35th CT. E.

BRANDEN

State FL ZIP 34207-3707

100002288471--1

-09/09/97--01057--010

***122.50 ***122.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Arabco Enterprises, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 SEP 17 AM 11:52
TALLAHASSEE, FLORIDA
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SEP 11 11:52 BSB

2557
W97-20899



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1997

ROBERT RAMIEH
4616 35TH CT E
BRADENTON, FL 34203-3909

SUBJECT: ARABCO ENTERPRIZES, INC.
Ref. Number: W97000020899

We have received your document for ARABCO ENTERPRIZES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 697A00045171

ARTICLES OF INCORPORATION
OF
ARABCO ENTERPRISES, INC.

FILED
97 SEP 17 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED ACTING AS THE INCORPORATOR(S) OF A CORPORATION
UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPT(S) THE FOLLOWING ARTICLES
OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION IS **ARABCO ENTERPRISES, INC.**

ARTICLE II

THE PERIOD OF DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE III

THE PURPOSE OR PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:
TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED AND/OR ALLOWABLE UNDER
THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA AND/OR ANY STATE. SAID
PURPOSE OR PURPOSES INCLUDE BUT ARE NOT LIMITED TO:

a) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE AND HOLD LANDS, BUILDINGS,
AND TENEMENTS FOR THE OFFICES AND PREMISES OF THE CORPORATION AND TO LEASE,
MORTGAGE AND CONVEY SUCH REAL ESTATE IN SUCH MANNER AS MAY APPEAR FOR
THE BEST INTEREST FOR THE CORPORATION.

b) TO SUE AND BE SUED, AND APPEAR AND DEFEND IN ALL ACTIONS AND
PROCEEDINGS IN ITS CORPORATE NAME TO THE SAME EXTENT AS A NATURAL PERSON.

c) TO ADOPT AND USE A COMMON CORPORATE SEAL AND ALTER THE SAME.

d) TO APPOINT SUCH OFFICERS AS ITS AFFAIRS SHALL REQUIRE AND ALLOW
THEM SUITABLE COMPENSATION.

e) TO ADOPT, CHANGE, AMEND AND REPEAL BY-LAWS, NOT INCONSISTENT WITH
LAW OR ITS CERTIFICATE OF INCORPORATION, FOR THE EXERCISE OF ITS CORPORATE

POWERS, THE MANAGEMENT, REGULATION AND GOVERNMENT OF ITS AFFAIRS AND PROPERTIES, THE TRANSFER OF ITS RECORDS OF ITS STOCK OR OTHER EVIDENCE OF INTEREST OR MEMBERSHIP AND THE CALLING AND HOLDING OF MEETINGS OF ITS STOCKHOLDERS.

f) TO MAKE AND ENTER INTO ALL CONTRACTS NECESSARY AND PROPER FOR THE CONDUCT OF ITS BUSINESS.

g) TO CONDUCT BUSINESS, HAVE ONE OR MORE OFFICERS IN, AND BUY, HOLD, MORTGAGE, SELL, CONVEY, LEASE OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY, AND BUY, HOLD, MORTGAGE, SELL, CONVEY OR OTHERWISE DISPOSE OF FRANCHISES IN THIS STATE AND IN ANY OF THE SEVERAL STATES, TERRITORIES, POSSESSIONS AND DEPENDENCIES OF THE UNITED STATES, THE DISTRICT OF COLUMBIA AND IN FOREIGN COUNTRIES.

h) TO PURCHASE, LEASE AND/OR OTHERWISE ACQUIRE THE ASSETS, CORPORATE, PARTNERSHIP OR PROPRIETARY OF ANY OTHER CORPORATION OR BUSINESS AND ENGAGE IN THE SAME CHARACTER OF BUSINESS. ACQUIRE, ENJOY AND UTILIZE AND DISPOSE OF PATENTS, COPYRIGHTS AND TRADEMARKS AND ANY LICENSES OR OTHER RIGHTS OR INTERESTS THEREUNDER OR THEREIN. TAKE, HOLD, USE, EQUIP, OUTFIT, SUPPLY, SERVICE, MAINTAIN, OPERATE, SELL AND CONVEY OR OTHERWISE DISPOSE OF SUCH PROPERTY AS MAY BE NECESSARY IN ORDER TO OBTAIN OR SECURE PAYMENT OF ANY INDEBTEDNESS OR LIABILITY TO IT.

i) TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF THE SHARES OF CAPITOL STOCK, OR ANY BONDS, SECURITIES OR OTHER EVIDENCES OF INDEBTEDNESS CREATED BY ANY OTHER CORPORATION OF THIS STATE OR ANY OTHER STATE OR GOVERNMENT; WHILE OWNER OF SUCH STOCK TO EXERCISE ALL THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

j) TO PURCHASE, HOLD, SELL AND TRANSFER SHARES OF ITS OWN CAPITAL STOCK, PROVIDED THAT IT SHALL NOT PURCHASE ANY OF ITS OWN CAPITAL STOCK EXCEPT FROM THE SURPLUS OF ITS ASSETS OVER ITS LIABILITIES INCLUDING CAPITAL. SHARES OF ITS OWN CAPITAL STOCK OWNED BY THE CORPORATION SHALL NOT BE VOTED, DIRECTLY, OR INDIRECTLY, OR COUNTED AS OUTSTANDING FOR THE PURPOSE OF ANY STOCKHOLDERS' QUORUM OR VOTE.

k) DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF THE OBJECTS ENUMERATED IN THIS CERTIFICATE OF INCORPORATION OR NECESSARY OR INCIDENTAL TO THE BENEFIT AND PROTECTION OF THE CORPORATION, AND TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS OF THE CORPORATION, WHETHER OR NOT SUCH BUSINESS IS SIMILAR IN NATURE TO THE OBJECTS ENUMERATED IN ITS CERTIFICATE OF INCORPORATION OR ANY AMENDMENTS THEREOF.

l) CONTRACT DEBTS AND BORROW MONEY AT SUCH RATES OF INTEREST NOT TO EXCEED THE LAWFUL INTEREST RATE AND UPON SUCH TERMS AS IT OR ITS BOARD OF DIRECTORS MAY DEEM NECESSARY OR EXPEDIENT AND SHALL AUTHORIZE OR AGREE UPON, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS, WHETHER SECURED OR UNSECURED, AND EXECUTE SUCH MORTGAGES OR OTHER INSTRUMENTS UPON ENCUMBERING ITS PROPERTY OR CREDIT TO SECURE THE PAYMENT OF MONEY BORROWED OR OWING BY IT, AS OCCASIONS MAY REQUIRE AND THE BOARD OF DIRECTORS DEEM EXPEDIENT.

m) MAKE GIFTS FOR EDUCATIONAL, SCIENTIFIC OR CHARITABLE PURPOSES.

ARTICLE IV

THERE BEING NO PROVISIONS CONTAINED WITHIN THESE ARTICLES OF INCORPORATION FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION, THE PROPERLY ADOPTED BY-LAWS OF THE CORPORATION SHALL BE

THAT INSTRUMENT OF REGULATION AND SHALL STAND PROPER IN ANY AND/OR ALL BUSINESS CONDUCTED BY THE CORPORATION.

ARTICLE V

AUTHORIZED SHARES.

NUMBER: THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 10,000 SHARES OF CAPITOL STOCK WITH A VALUE OF \$100.00 PER SHARE.

INITIAL ISSUE: 50 SHARES OF THE CAPITOL STOCK OF THE CORPORATION SHALL BE ISSUED FOR CASH AT A VALUE OF \$100.00 PER SHARE.

STATED CAPITAL: THE SUM OF THE VALUE OF ALL SHARES OF CAPITAL STOCK OF THE CORPORATION THAT HAVE BEEN ISSUED SHALL BE THE STATED CAPITAL OF THE CORPORATION AT ANY PARTICULAR TIME.

DIVIDENDS: THE HOLDERS OF THE OUTSTANDING CAPITAL STOCK SHALL BE ENTITLED TO RECEIVE, WHEN AND AS DECLARED BY THE *BOARD OF DIRECTORS*, DIVIDENDS PAYABLE EITHER IN CASH, IN PROPERTY, OR IN SHARES OF THE CAPITOL STOCK OF THE CORPORATION.

CLASSES OF STOCK: THE SHARES OF THE CORPORATION ARE TO BE DIVIDED INTO TWO CLASSES, PREFERRED PARTICIPATING AND COMMON.

NO SHARES IN SERIES: THE CORPORATION IS NOT AUTHORIZED TO ISSUE SHARES IN SERIES.

ARTICLE VI

IN THE EVENT THAT THE CORPORATION ENTERS INTO CONTRACTS OR TRANSACTS BUSINESS WITH ONE OR MORE OF ITS DIRECTORS, OR WITH ANY FIRM OF WHICH ONE OR MORE OF ITS DIRECTORS ARE MEMBERS OR EMPLOYEES, OR WITH ANY OTHER CORPORATION OR ASSOCIATION OF WHICH ONE OR MORE OF ITS DIRECTORS ARE OFFICERS OR EMPLOYEES, SUCH CONTRACT SHALL NOT BE INVALIDATED OR IN ANY WAY AFFECTED BY THE FACT THAT SUCH DIRECTOR OR DIRECTORS HAVE OR MAY HAVE

INTERESTS THEREIN WHICH MIGHT BE ADVERSE TO THE INTERESTS OF THE CORPORATION, EVEN THOUGH THE VOTE OF THE DIRECTOR OR DIRECTORS HAVING SUCH ADVERSE INTERESTS SHALL HAVE BEEN NECESSARY TO OBLIGATE THE CORPORATION UPON SUCH CONTRACT OR OBLIGATION; PROVIDED, HOWEVER, THAT IN ANY SUCH CASE, THE FACT OF SUCH INTEREST SHALL BE DISCLOSED TO THE OTHER DIRECTORS OR SHAREHOLDERS ACTING UPON OR IN REFERENCE TO SUCH CONTRACT OR TRANSACTION.

NO DIRECTOR OR DIRECTORS HAVING DISCLOSED ADVERSE INTERESTS SHALL BE LIABLE TO THE CORPORATION OR TO ANY SHAREHOLDER OR CREDITOR THEREOF OR TO ANY OTHER PERSON FOR ANY LOSS INCURRED BY IT UNDER OR BY REASON OF ANY SUCH CONTRACT OR TRANSACTION, NOR SHALL ANY SUCH DIRECTOR OR DIRECTORS BE ACCOUNTABLE FOR ANY GAINS OR PROFITS REALIZED THEREON. PROVIDED, ALSO, THAT SUCH CONTRACT OR TRANSACTION SHALL, AT THE TIME AT WHICH IT WAS ENTERED INTO, HAVE BEEN A REASONABLE ONE TO HAVE BEEN ENTERED INTO AND SHALL HAVE BEEN, UPON TERMS THAT, AT THE TIME, WERE FAIR.

ARTICLE VII

EACH DIRECTOR AND OFFICER OF THE CORPORATION, WHETHER OR NOT THEN IN OFFICE, SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL COSTS AND EXPENSES REASONABLY INCURRED OR IMPOSED UPON HIM IN CONNECTION WITH OR ARISING OUT OF ANY CLAIM, DEMAND, ACTION, SUIT OR PROCEEDINGS IN WHICH HE MAY BE INVOLVED OR TO WHICH HE MAY BE MADE A PARTY BY REASON OF HIS HAVING BEEN A DIRECTOR OR AN OFFICER OF THE CORPORATION (SAID EXPENSES TO INCLUDE ATTORNEYS' FEES AND THE COSTS OF REASONABLE SETTLEMENTS MADE WITH A VIEW TOWARDS CURTAILMENT OF COSTS OF LITIGATION), EXCEPT IN RELATION TO MATTERS AS TO WHICH HE FINALLY SHALL BE ADJUDGED IN ANY SUCH ACTION, SUIT, OR PROCEEDINGS TO HAVE BEEN DERELICT IN THE PERFORMANCE OF HIS DUTY, AS SUCH OFFICER OR DIRECTOR.

SUCH RIGHT OF INDEMNIFICATION SHALL BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH A DIRECTOR OR AN OFFICER MAY BE ENTITLED UNDER ANY REGULATIONS, AGREEMENTS, VOTE OF STOCKHOLDERS OR TO WHICH HE MAY BE ENTITLED AS A MATTER OF LAW AND THE RIGHTS OF INDEMNIFICATION SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF ANY SUCH DIRECTOR OR OFFICER.

ARTICLE VIII

A DIRECTOR SHALL NOT BE LIABLE FOR DIVIDENDS ILLEGALLY DECLARED, DISTRIBUTIONS ILLEGALLY MADE TO STOCKHOLDERS OR ANY OTHER ACTION TAKEN BY RELIANCE IN GOOD FAITH UPON THE FINANCIAL STATEMENTS OF THE CORPORATION REPRESENTED TO HIM TO BE CORRECT BY AN OFFICER HAVING CHARGE OF ITS BOOKS OR ACCOUNT OR A FINANCIAL STATEMENT CERTIFIED BY A CERTIFIED PUBLIC ACCOUNT TO FAIRLY REFLECT THE FINANCIAL CONDITION OF THE CORPORATION; NOR SHALL HE BE LIABLE IF, IN GOOD FAITH IN DETERMINING THE AMOUNT AVAILABLE FOR DIVIDENDS OR DISTRIBUTION, HE CONSIDERS THE ASSETS TO BE OF THEIR BOOK VALUE.

ARTICLE IX

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF 3 MEMBERS, WHO NEED NOT BE RESIDENTS OF THE STATE OF FLORIDA OR SHAREHOLDERS OF THE CORPORATION.

ARTICLE X

THE NAMES AND ADDRESS OF THE PERSONS WHO SHALL SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS, OR UNTIL THEIR SUCCESSORS SHALL HAVE BEEN ELECTED AND QUALIFIED, ARE AS FOLLOWS:

ROBERT F. RAMIEH	4616 35th COURT EAST, BRADENTON, FL. 34203-3909
PAMELA L. RAMIEH	4616 35th COURT EAST, BRADENTON, FL. 34203-3909
SCOTT B. SPANGLER	P. O. BOX 21002 BRADENTON, FL. 34204

ARTICLE XI

THE NAME(S) AND ADDRESS(ES) OF THE INITIAL INCORPORATOR(S) IS (ARE) AS FOLLOWS:

ROBERT F. RAMIEH	4616 35th COURT EAST, BRADENTON, FL. 34203-3909
PAMELA L. RAMIEH	4616 35th COURT EAST, BRADENTON, FL. 34203-3909

ARTICLE XII

AN AFFIRMATIVE VOTE OF A MAJORITY (MORE THAN 51%) OF THE SHARES OF THE CORPORATION SHALL BE REQUIRED FOR ANY SHAREHOLDER ACTION.

ARTICLE XIII

THE INITIAL STREET ADDRESS IN FLORIDA OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 4616 35th COURT EAST BRADENTON, FL 34203-3909,

AND THE NAME OF THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:

ROBERT F. RAMIEH

ARTICLE XIV

THE SHAREHOLDERS SHALL HAVE THE POWER TO ADOPT, AMEND, ALTER, CHANGE OR REPEAL THE ARTICLES OF INCORPORATION WHEN PROPOSED AND APPROVED AT A STOCKHOLDERS MEETING, WITH NOT LESS THAN A MAJORITY VOTE OF THE PREFERRED PARTICIPATING AND COMMON STOCK, AT A MEETING CALLED FOR SUCH PURPOSE WITH A MINIMUM OF 10 DAYS NOTICE OF SUCH.

ARTICLE XV

a) THE HOLDERS OF THE PREFERRED PARTICIPATING STOCK OF THIS CORPORATION SHALL HAVE PREEMPTIVE RIGHTS TO PURCHASE, AT PRICES, TERMS AND CONDITIONS THAT SHALL BE FIXED BY THE BOARD OF DIRECTORS, SUCH OF THE SHARES OF STOCK OF THIS CORPORATION AS MAY BE ISSUED FOR MONEY, OR ANY PROPERTY OR SERVICES FROM TIME TO TIME, IN ADDITION TO THAT 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 PREFERRED PARTICIPATING STOCK HELD BY THE HOLDER OF ALL SHARES OF PREFERRED PARTICIPATING STOCK CURRENTLY AUTHORIZED AND ISSUED.

b) THE HOLDERS OF THE COMMON STOCK OF THIS CORPORATION SHALL HAVE RIGHTS TO PURCHASE, AT PRICES, TERMS AND CONDITIONS THAT SHALL BE FIXED BY THE BOARD OF DIRECTORS, SUCH OF THE SHARES OF STOCK OF THIS CORPORATION AS MAY BE ISSUED FOR MONEY, OR ANY PROPERTY OR SERVICES FROM TIME TO TIME, IN ADDITION TO THAT STOCK AUTHORIZED AND ISSUED BY THE CORPORATION. THE RIGHT OF ANY HOLDER IS DETERMINED BY THE RATIO OF THE AUTHORIZED AND ISSUED SHARES OF COMMON STOCK HELD BY THE HOLDER OF ALL SHARES OF COMMON STOCK CURRENTLY AUTHORIZED AND ISSUED.

ARTICLE XVI

THE ADDRESS OF THE PRINCIPAL OFFICE IS:

4616 35th COURT EAST

BRADENTON, FLORIDA 34203-3909

ARTICLE XVII

THE SHAREHOLDERS OF THIS CORPORATION SHALL BE ALLOWED TO VOTE THEIR SHARES CUMULATIVELY SO AS TO GIVE ONE SHAREHOLDER AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED MULTIPLIED BY THE NUMBER OF SAID SHAREHOLDER'S SHARES, TO DISTRIBUTE THEM AMONG AS MANY CANDIDATES AS SAID SHAREHOLDER MAY WISH. NOTICE MUST BE GIVEN BY ANY SHAREHOLDER TO THE PRESIDENT OR A VICE PRESIDENT OF SAID CORPORATION NOT LESS THAN 24 HOURS PRIOR TO THE TIME SET FOR THE HOLDING OF A SHAREHOLDERS' MEETING FOR THE ELECTION OF DIRECTORS THAT SAID SHAREHOLDER INTENDS TO CUMULATE HIS VOTE AT SAID ELECTION.

ARTICLE XVIII

I, ROBERT F. RAMIEH, BY MY SIGNATURE BELOW, STATE THAT I HEREBY AM
FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED
AGENT.



REGISTERED AGENT

FILED
9 SEP 17 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF; THE UNDERSIGNED HAS EXECUTED THESE ARTICLES

OF INCORPORATION AT BRADENTON, FLORIDA, ON THE
15th DAY OF Sept., 1997.

Robert F. Ramieh

ROBERT F. RAMIEH

STATE OF FLORIDA

COUNTY OF MANATEE, TO-WIT

I, Marilyn Shelton, A NOTARY PUBLIC, IN AN FOR THE
COUNTY AND STATE AFORESAID, HEREBY CERTIFY THAT ROBERT F. RAMIEH, WHOSE
NAME IS SIGNED TO THE FOREGOING ARTICLES OF INCORPORATION, BEARING THE DATE
15 DAY OF September, 1997, THIS DAY PERSONALLY APPEARED
BEFORE ME IN MY SAID COUNTY AND ACKNOWLEDGED HIS SIGNATURE TO BE THE SAME.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS 15 DAY OF
September 1997.

Marilyn Shelton

NOTARY PUBLIC
COMMISSIONED AS:

MY COMMISSION EXPIRES:

