

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P97000085645

RAC Bros Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -3 AM 11:58

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Signature _____

Requested by: *Cher*

Name _____

Date *10-3*

Time *930*

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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10.3.97

ARTICLES OF INCORPORATION
OF
RAO BROS. CORPORATION

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STATE OF FLORIDA

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME, PRINCIPAL PLACE OF BUSINESS AND DURATION

The name of the Corporation is RAO BROS. CORPORATION. The principal place of business of the Corporation is 9912 E. COLONIAL DR ORLANDO, FLORIDA 32817. The duration of the Corporation is perpetual.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office in the state of Florida is 9912 E. COLONIAL DR. in the city of ORLANDO in the County of ORANGE. The name of the registered agent at such address is HEMAL RAO.

ARTICLE III

CORPORATE PURPOSE, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which Corporation may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purpose, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE IV

CAPITAL STOCK

1. The total number of shares of capital stock which the Corporation has the authority to issue is 1000 shares of Common Stock ("Common Stock"), \$ 1.00 par value per share.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of voluntary or involuntary liquidation, dissolution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell transfer or otherwise dispose of all or any part of such remaining assets to any other Corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other Corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other Corporation, or the merger of any other Corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purpose of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of common stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of Corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholders"), does there by consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended restricted, enlarged, or of United States herein after adopted which have reference to or affect corporation, such securities, or such person if any; and that the Corporation, reserves the rights to transact any business of the Corporation, to alter, amend or repeal these articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is HEMAL RAO residing at 9912 E. COLONIAL DR. ORLANDO FLORIDA 32817. The power of the incorporator shall terminate upon the filling of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

The name and mailing address of the person who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HARISH RAO PRESIDENT	600 DEMPSTER AVE #1-E MOUNT PROSPECT ILL 60056
HEMAL RAO VICE PRESIDENT/SECRETARY	9912 E. COLONIAL DR. ORLANDO FL 32817
TEJENDRA M. RAO TREASURER	11 DAVID DR EDISON N.J. 08820

ARTICLE VII

AMENDMENTS

This corporation reserves the rights to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED: 10-2-, 1997.

Hemal H. Rao (SEAL)

HEMAL RAO
INCORPORATOR/REGISTERED AGENT

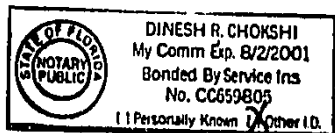
STATE OF FLORIDA)

COUNTY OF Seminole)

SS. 355-861500

Be it remembered, that on this 2nd day of October, 1997 personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments HEMAL RAO, a party to the foregoing Articles of Incorporation, personally known — or produced identification, type of identification produced TLL DL # R 000-3287-1125 and I having first made known to him the contents of said Articles, he did acknowledge that he signed, Sealed and delivered the same as his voluntary act and deed.

Given under my hand seal of office the day and year aforesaid.



Dinesh R. Chokshi
NOTARY PUBLIC

DINESH CHOKSHI

NAME OF NOTARY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DESIGNATION

AS

REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That RAO BROS. CORPORATION desiring to organize under the laws of the State of Florida, with its principal office at 9912 E. COLONIAL DR. ORLANDO, FLORIDA 32817 has named HEMAL RAO located at 9912 E. COLONIAL DR. ORLANDO, FLORIDA 32817 as its registered agent to accept service of process in the state of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Henry H. Rao
(HEMAL RAO)

INCORPORATER/REGISTERED AGENT