

P97000096827



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 599532 80763A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 13, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 599532-005

CUSTOMER NO: 80763A

CUSTOMER: James C. Campisi, Esq.
JAMES C. CAMPISI, ESQ.

Suite 401
2739 U.s. Highway 19
Holiday, FL 34691

700002346017-6
11/13/97 01038-022
****122.50 ****122.50

DOMESTIC FILING

NAME: R.P.C.D., INC.

EFFECTIVE DATE:...

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 12:14

FILED
97 NOV 13 PM 10:53
DIVISION OF CORPORATIONS

11/13/97

JAMES C. CAMPISI
ATTORNEY AND COUNSELOR AT LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 12:14

RAYMOND JAMES TOWER
SUITE 401
2739 U. S. HIGHWAY 19
HOLIDAY, FLORIDA 34691

PHONE (813) 938-2806
FAX (813) 938-1480

November 12, 1995

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32315

Re: R.P.C.D., Inc.

Dear Sir:

Enclosed, please find original and copy of the Articles of Incorporation pertaining to the above-referenced corporation together with the attached authorized signature of Resident Agent.

In accordance with my secretary's telephone conversation with Marie of Name Availability on Wednesday, 10/12/97, the name indicated above is available since it is not the same as, or deceptively similar to the name of an existing corporation.

My check in the amount of \$122.50 is enclosed to cover your fees as follows: Filing fee \$35.00; Certified copy of Articles of Incorporation \$52.50; Designation of Resident Agent \$35.00.

Thank you for your cooperation.

Very truly yours,


James C. Campisi

JCC:lt
enclosures

ARTICLES OF INCORPORATION
OF

R.P.C.D., Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 12:14

THE UNDERSIGNED, for the purposes of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of the Corporation shall be:

R.P.C.D., Inc.

The mailing address of the corporation and the address of the principal office of the corporation is: 9339 Denton Avenue, Unit 4, Hudson, Florida 34667.

ARTICLE II. DURATION

This Corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III. PURPOSE

The general purpose for which this Corporation is organized includes engaging in the transaction of any and all lawful businesses for which organizations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV. GENERAL POWERS

This Corporation shall have the following corporate powers, to wit:

(a) 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 manner reproduced.

(b) To purchase, take, receive, lease or otherwise acquire,

own, hold, improve, use and otherwise deal in and with real or personal property of any interest therein, wherever situated.

(c) 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.

(d) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141.

(e) 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 of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees 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.

(g) 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.

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

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

(j) To make and alter bylaws not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulations of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or education purposes.

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

(m) 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 and all of the directors, officers and employees of its subsidiaries.

(n) 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/her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

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

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

ARTICLE V. SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue shall be SEVEN THOUSAND shares of common class only with a par value of One Dollar (\$1.00) per share. Each holder of common stock in this Corporation shall be entitled to one vote for each share of common stock held by him or her.

ARTICLE VI. PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said Corporation.

ARTICLE VII. REGISTERED OFFICE

The street address of the Corporation's initial registered office is as follows, to wit: 9339 Denton Avenue, Unit 4, Hudson, Florida 34667.

ARTICLE VIII. REGISTERED AGENT

The name of the Corporation's initial registered agent at the above-mentioned address is as follows:

ROBERT A. PASARELA

ARTICLE IX. BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of one or more members, and the exact number thereof to be fixed by the bylaws of said Corporation. The initial Board of Directors shall consist of two members whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Pasarela	5477 Waycross Drive Spring Hill, Florida 34606
Margaret A. Pasarela	5477 Waycross Drive Spring Hill, Florida 34606

Said initial Board of Directors shall hold office until the first annual meeting of the shareholders and until his and/or her successors shall have been elected or qualified, or until his and/or her earlier resignation, removal from office or death, whichever shall first occur.

ARTICLE X. INCORPORATOR

The following person shall act as the incorporator of R.P.C.D., Inc. by signing and delivering or causing to be delivered, said Articles of Incorporation in duplicate, to the Department of State of the State of Florida:

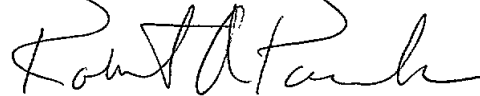
<u>NAME</u>	<u>ADDRESS</u>
Robert A. Pasarela	5477 Waycross Drive Spring Hill, Florida 34606

ARTICLE XI. BYLAWS

The power to adopt, alter, amend or repeal bylaws, shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed, changed, and new bylaws may be adopted by the shareholders, and the shareholders may prescribe in any bylaws made by them that such bylaws shall not be altered, amended, or repealed by the Board of Directors. The bylaws may contain any

provision for the regulations and management of the affairs of the corporation not inconsistent with law or with the Articles of Incorporation

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have hereunto set my hand and seal this 12th day of November, 1997 for the purpose of this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State, State of Florida, this Certificate of Incorporation and certify that the facts herein stated are true.

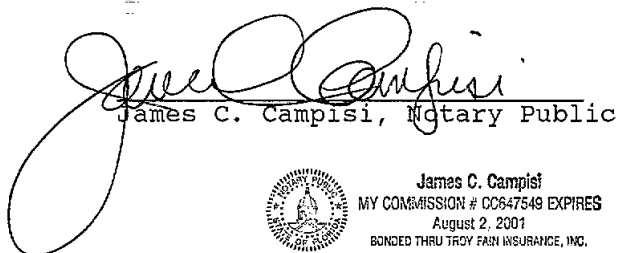


Robert A. Pasarela

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, this day personally appeared, ROBERT A. PASARELA, who has produced his Florida's Driver's license as identification, and known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS, my hand and official seal this 12th day of November, 1997.



James C. Campisi, Notary Public



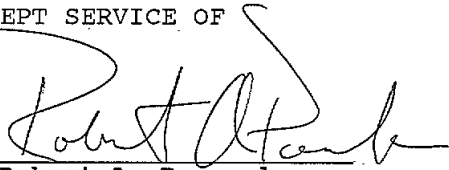
James C. Campisi
MY COMMISSION # 00647549 EXPIRES
August 2, 2001
BONDED THRU TROY FAY INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - R.P.C.D., Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS AT CITY OF HUDSON, COUNTY OF PASCO, STATE OF FLORIDA, HAS
NAMED ROBERT A. PASARELA, LOCATED AT 9339 DENTON AVENUE, UNIT 4,
HUDSON, FLORIDA 34667, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE:


Robert A. Pasarela

TITLE:

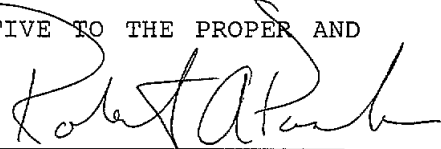
President

DATE:

November 12, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
NAMED 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.

SIGNATURE:


(Resident Agent)

DATE:

November 12, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 12:14