

P97000099202

Lorenzo and Eyross Raffa
4701 Waterview Circle
Palm Springs, FL 33461
(561) 641-1319

November 6, 1997

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

400002351624--4
-11/19/97--01043--002
****122.50 ****122.50

RE: Articles of Incorporation for RAFFA INVESTMENTS, INC.

Enclosed is the original of the Articles of Incorporation for the above-designated corporation.

I enclosed a check to cover the following costs in connection therewith:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL:	\$122.50

Thank you for your assistance.

Very truly yours,

Eyross J. Raffa
Eyross J. Raffa

Enclosures: Original Articles of Incorporation
Check for \$122.50

FILED
97 NOV 19 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms
11-21-97

CERTIFICATE OF INCORPORATION

of

RAFFA INVESTMENTS, INC.

FILED
97 NOV 19 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST. The name of the corporation is: RAFFA INVESTMENTS, INC.

SECOND. The mailing address and the registered office of the corporation in the State of Florida is 4701 Waterview circle, Palm Springs, Florida 33461. The name of its registered agent at such address is:

Eyross J. Raffa

THIRD. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000). These shares shall have no pre-emptive or preferential rights of subscription concerning further issuance or authorization of the corporation's shares.

FIFTH. The Name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>TITLE</u>	<u>MAILING ADDRESS</u>
Lorenzo R. Raffa, Sr.	President	4701 Waterview Circle Palm Springs, Florida 33461
Eyross J. Raffa	Secretary	4701 Waterview Circle Palm Springs, Florida 33461

SIXTH. The corporation is to have perpetual existence.

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the By-Laws of the corporation.

To authorize and cause to be executed, mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends, a reserve or reserves, for any proper purpose, and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member in any meeting of the committee.

Any such committee, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and the corporation to be affixed to all papers which may require it; provided, however the By-Laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

As the board of directors shall deem expedient and for the best interests of the corporation; and when and as authorized by the affirmative vote of the holders of a majority of the stock issued, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding the board shall sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations.

EIGHTH. Meeting of stockholders may be held within or without the State of Florida as the By-Laws may provide. The books of the corporation may be kept (subject to any provisions contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the board of directors in the By-Laws of the corporation.

Elections of directors need not be by written ballot unless the By-Laws of the corporation shall so provide.

NINTH. The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH. All officers and directors shall be indemnified by the corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they

may become involved by reason of holding such office. This corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them (individually or collectively) or incurred by them in their capacity as officers and directors or arising out of their status as such.

The UNDERSIGNED, being the incorporators herein-before named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida makes this certificate, hereby declaring and certifying that this is their act and deed and the facts herein stated are true, and accordingly has hereunto set their hands this 6th day of November, 1997.


LORENZO R. RAFFA, SR.


EYROSS J. RAFFA

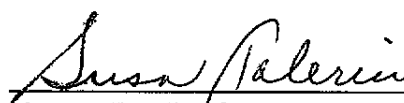
STATE OF FLORIDA)
)S
COUNTY OF PALM BEACH)

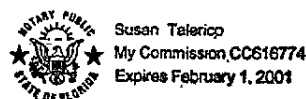
BE IT REMEMBERED that on this 6th day of November, 1997 A.D., personally appeared before me, a Notary Public for the State of Florida at Large, the following:

LORENZO R. RAFFA, SR. and EYROSS J. RAFFA

the parties to the foregoing certificate of incorporation, known to me personally to be such, and acknowledged under oath that the facts stated in the foregoing certificate to be their act and deed and that the facts stated therein are true.

GIVEN under my hand the day and year aforesaid.


Notary Public, State of Florida at Large
Commission Number: CC 616774



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the Corporation, at the place designated in Article II of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 6th day of November, 1997

Eyross J. Raffa
Eyross J. Raffa

STATE OF FLORIDA)
) §
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Eyross J. Bellmyer, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of RAFFA INVESTMENTS, INC., and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of November, 1997

Susan Talerico
Notary Public, State of Florida at Large

Commission Number: CC 616774



Susan Talerico
My Commission CC616774
Expires February 1, 2001

FILED
97 NOV 19 AM 9:01
CLERK OF STATE
TALLAHASSEE, FLORIDA