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WOLFE, YOUNG, O'BAKER & COMPANY  
Accountants & Tax Consultants

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Casselberry, Florida 32707

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November 24, 1997

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

000002369190--0  
-12/11/97--01026--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Riplecrow, Inc.

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY



Robert W. Wolfe

RWW/bjs  
Enclosures

cc: David Netzorg

FILED  
97 DEC 11 PM 3:08  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

mm  
12-11-97

# *Articles of Incorporation* *of* Riplecrow, Inc.

## **Article I - Name**

The name of the corporation is: Riplecrow, Inc.

## **Article II - Duration**

This corporation shall exist perpetually.

## **Article III - Purpose**

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

## **Article IV - Capital Stock**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

## **Article V - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

#### **Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 6427 Orange Cove, Orlando, Florida 32819, and the name of the initial registered agent of this corporation at that address is: David Netzorg.

#### **Article VII - Initial Board of Directors**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: David Netzorg, 6427 Orange Cove, Orlando, Florida 32819.

#### **Article VIII - Incorporator**

The name and address of the person signing these Articles of Incorporation is: David Netzorg, at 6427 Orange Cove, Orlando, Florida 32819.

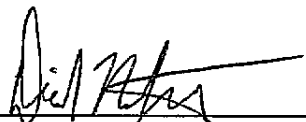
#### **Article IX - Initial Officers**

The names and addresses of initial officers shall be David Netzorg, 6427 Orange Cove, Orlando, Florida 32819, President, Secretary and Treasurer.

#### **Article X - By-Laws**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 3 day of DEC., A.D., 1997.

  
\_\_\_\_\_  
David Netzorg -Incorporator

State of Florida  
Department of State

FILED  
97 DEC 11 PM 3:08  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

The following is submitted in compliance with Section 48.091, Florida Statutes.

Ripolecrow, Inc., a corporation organized under the laws of the State of Florida, with its principal office at: 6427 Orange Cove, Orlando, Florida 32819, has named David Netzorg of 6427 Orange Cove, Orlando, Florida 32819, as its Agent to accept service of process within this State.

Ripolecrow, Inc.

BY: David Netzorg  
David Netzorg, Incorporator

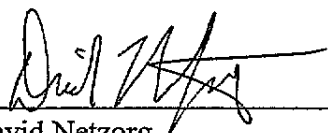
**A C C E P T A N C E**

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

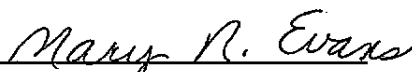
David Netzorg  
David Netzorg, Resident Agent

STATE of FLORIDA  
COUNTY OF Orange :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, David Netzorg, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

  
\_\_\_\_\_  
David Netzorg

SWORN and SUBSCRIBED to before me this 3rd day of December, A.D., 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida  
AT LARGE

My Commission Expires: (N.P.Seal)



Mary N Evans  
My Commission CC621038  
Expires February 12, 2001