

BRANDON J. RAFOOL
ATTORNEY AT LAW



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Winter Haven, Florida 33883-7286

1519 Third Street, S.E.

Winter Haven, Florida 33880

December 22, 1997

P97000108198

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

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***122.50 ***122.50

RE: RAFOOL & RAFOOL, P.A.

EFFECTIVE DATE
01-01-98

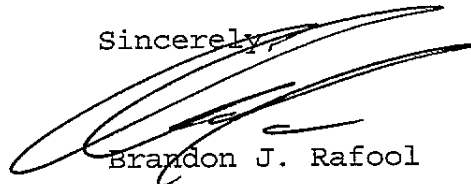
Dear Sir:

Enclosed herewith for filing in connection with the above referenced matter, please find Articles of Corporation, together with Registered Agent form, together with our check in the amount of \$122.50 to cover the cost of your fee.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter, I am,

Sincerely,



Brandon J. Rafool

BJR:dn
Enclosures

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12-26-97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
RAFOOL & RAFOOL, P.A.

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a professional service corporation in accordance with the laws of the State of Florida.

ARTICLE I
Name and Principal Office

The name of the corporation shall be RAFOOL & RAFOOL, P.A. The initial principal office and mailing address for the corporation shall be 1519 Third Street, S.E., Winter Haven, Florida 33880.

ARTICLE II
Term of Existence

This corporation shall have perpetual existence, commencing on January 1, 1998.

ARTICLE III
Nature of Business

EFFECTIVE DATE
01-01-98

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be as follows:

- (a) To engage solely and specifically in the business of carrying on a legal practice.
- (b) To own real and personal property necessary for the rendering of the foregoing professional services; and
- (c) To invest in real estate, mortgages, stocks, bonds, or any other type of investment.

ARTICLE IV
Powers

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) 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 other manner reproduced;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;

(e) 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;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) 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,

(h) 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;

(i) 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;

(j) Conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State,

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

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy,
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
- (p) 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;
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and
- (r) To have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE V Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of common voting stock having a par value of one dollar (\$1.00) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI Registered Office and Agent

The street address of the initial registered office of this corporation shall be 1519 Third Street, S.E., Winter Haven, Florida 33880, and the name of its initial registered agent at such address shall be BRANDON J. RAFOOL, ESQ.

ARTICLE VIII Directors

This corporation currently has TWO (2) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall

always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE VIV
Current Directors

The names and street addresses of the current directors of this corporation, who shall serve until his successors are duly elected and qualified, shall be:

BRANDON J. RAFOOL
1519 Third Street, S.E.
Winter Haven, FL 33880

RAYMOND J. RAFOOL, II
1519 Third Street, S.E.
Winter Haven, FL 33880

ARTICLE IX
Incorporator

The names and street addresses of the incorporators of this corporation shall be:

BRANDON J. RAFOOL
1519 Third Street, S.E.
Winter Haven, FL 33880

RAYMOND J. RAFOOL, II
1519 Third Street, S.E.
Winter Haven, FL 33880

ARTICLE X
Bylaws

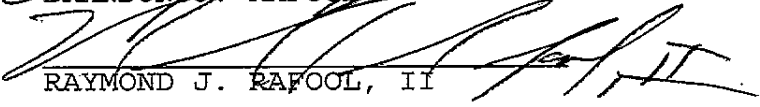
- (a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.
- (b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 22nd day of December, 1997.

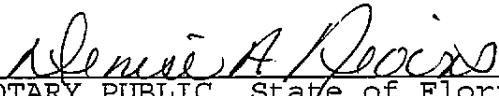

BRANDON J. RAFOOL

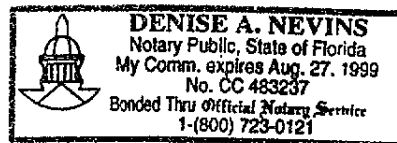

RAYMOND J. RAFOOL, II

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, this 22nd day of December, 1997, personally appeared BRANDON J. RAFOOL and RAYMOND J. RAFOOL, II, who is personally known to me and they acknowledged to me that they executed the foregoing Articles of Incorporation of RAFOOL & RAFOOL, P.A.


NOTARY PUBLIC, State of Florida
My Commission Expires:




CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That RAFOOL & RAFOOL, P.A., desiring to organize under the laws of the State of Florida, has named BRANDON J. RAFOOL, of 1519 Third Street, S.E., Winter Haven, Florida 33880, as its agent to accept service of process within the State of Florida.

DATED this 22nd day of December, 1997.

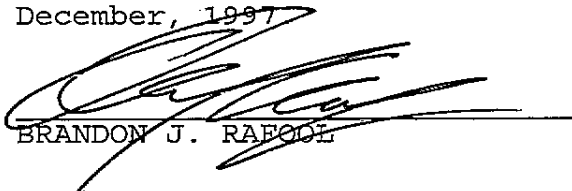

BRANDON J. RAFOOL,
incorporator


RAYMOND J. RAFOOL, II,
incorporator

ACCEPTANCE

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 acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 22nd day of December, 1997


BRANDON J. RAFOOL

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CLERK OF STATE
DIVISION OF CORPORATIONS
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