

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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98 JAN 20 AM 11:28
SECRETARY OF STATE
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DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 16, 1998

CORPORATE ACCESS INC
1116-D THOMASVILLE RD
MOUNT VERNON SQ.
TALLAHASSEE, FL 32303

SUBJECT: RC CORPORATION
Ref. Number: W98000001175

Corrected
1/20/98

We have received your document for RC CORPORATION. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 498A00002654

RECEIVED
98 JAN 20 AM 9:09
DIVISION OF CORPORATION

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98 JAN 20 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF MARANELLO DEVELOPMENT CORP.

ARTICLE I - NAME

The name of this corporation is MARANELLO DEVELOPMENT CORP., located at 400 S. Atlantic Avenue, Suite 112, Ormond Beach, Florida 32176.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the date of subscription and acknowledgment hereof as provided by Florida Statute 607.0203.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 400 S. Atlantic Avenue, Suite 112, Ormond Beach, Florida 32176, and the name of the initial registered agent of this corporation at that address is Kathryn A. Vaughan, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| GARY A. TADYCH | 400 S. Atlantic Avenue, Suite 112 Ormond Beach, Florida 32176 |
| STEPHEN B. CEJNER | 400 S. Atlantic Avenue, Suite 112 Ormond Beach, Florida 32176 |

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| STEPHEN B. CEJNER | 400 S. Atlantic Avenue, Suite 112 Ormond Beach, Florida 32176 |

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

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

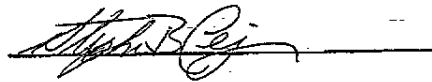
ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of January, 1998.

A handwritten signature in cursive script, appearing to read "Stephen B. Cei", is written over a horizontal line.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

DEVELOPMENT CORP.

FIRST, that MARANELLO [^], desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Ormond Beach, County of Volusia, State of Florida, has named Kathryn A. Vaughan, Esquire, located at 400 S. Atlantic Avenue, Suite 112, Ormond Beach, Florida 32176, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Kat Vaughan
KATHRYN A. VAUGHAN

FILED
98 JAN 20 AM 11:28
SECRETARY OF STATE
TALLAHASSEE
FLORIDA