

P98000012345



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 697138 9964A

AUTHORIZATION :

*Patricia Pizitz*

COST LIMIT : \$ 122.50

ORDER DATE : February 6, 1998

ORDER TIME : 1:14 PM

ORDER NO. : 697138-015

CUSTOMER NO: 9964A

600002424026--3

CUSTOMER: Bruce H. Gordon, Esq  
SHUMAKER LOOP & KENDRICK

Barnet Plaza, Suite 2800  
101 East Kennedy Boulevard  
Tampa, FL 33602

DOMESTIC FILING

NAME: R & D DEFERRARI MANAGEMENT,  
INC.

FILE FIRST

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: Deborah Schroder

EXAMINER'S INITIALS:

*Dmc*  
*2-6-98*

FILED  
98 FEB - 6 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
98 FEB - 6 PM 2:03  
DIVISION OF CORPORATION

EFFECTIVE DATE  
*2-5-98*

ARTICLES OF INCORPORATION  
OF  
R & D DEFERRARI MANAGEMENT, INC.

**FILED**  
98 FEB -6 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**

2-5-98

ARTICLE I. NAME

The name of this corporation is **R & D DEFERRARI MANAGEMENT, INC.** (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The street address of the principal office of the Corporation is **121 Harbor Drive, Palm Harbor, Florida 34683** and the mailing address of the Corporation is **P.O. Box 6688, Ozona, Florida 34660**.

ARTICLE III. DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV. PURPOSE

This Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes 1998 as presently enacted and as it may be amended from time to time.

ARTICLE V. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00, each (hereafter called "Common Stock").

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

NAME

ADDRESS

BRUCE H. GORDON

Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., #2500  
Tampa, Florida 33602

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) director initially. The number of directors may be changed from time to time as provided for by the Bylaws.

The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
RONALD H. DEFERRARI	121 Harbor Drive Palm Harbor, Florida 34683

ARTICLE VIII. INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
RONALD H. DEFERRARI	121 Harbor Drive Palm Harbor, Florida 34683

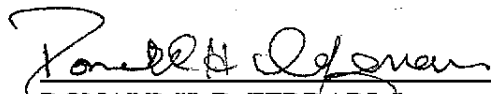
ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X. AMENDMENT

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

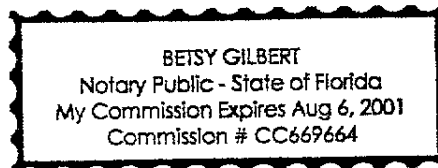
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5<sup>TH</sup> day of February, 1998.

  
\_\_\_\_\_  
RONALD H. DeFERRARI, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5TH day of February, 1998, by RONALD H. DEFERRARI, who is personally known to me.

Betsy Gilbert  
NOTARY PUBLIC  
My Commission Expires: AUG 6, 2001



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

**FILED**  
98 FEB -6 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Section 607.0505 of the Florida Statutes.

R & D DEFERRARI MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named **BRUCE H. GORDON**, located at 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, as its agent to accept service of process within this State.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.

DATED: 2/5, 1998

  
\_\_\_\_\_  
**BRUCE H. GORDON**  
Registered Agent