

P98000106236



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 075749 7143749

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 22, 1998

ORDER TIME : 2:50 PM

ORDER NO. : 075749-005

CUSTOMER NO: 7143749

CUSTOMER: Ms. Lisa Alonso  
MULLER & LIPSON, P.A.  
MULLER & LIPSON, P.A.  
Suite 1550  
9350 South Dixie Highway  
Miami, FL 33156

400002720004--3

-12/23/98--01002--011

\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: RAHWAY GROUP, INC.

EFFECTIVE DATE:

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: Janice Vanderslice

EXAMINER'S INITIALS:

g 12/23/98

98 DEC 22 PM 3:43

DIVISION OF CORPORATIONS

98 DEC 22 AM 10:05

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**RAHWAY GROUP, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 22 AM 10:05

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

RAHWAY GROUP, INC.

**ARTICLE II**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 1,000 shares of Class A Common Stock;
- B. 9,000 shares of Class B Common Stock.

All of said shares (without regard to class) shall have equal preferences, limitations and

relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per share.

#### **ARTICLE V**

The initial registered agent and street address of the initial registered office of the corporation shall be:

Charles E. Muller II  
9350 S. Dixie Highway, Suite 1550  
Miami, Florida 33156

#### **ARTICLE VI**

This corporation shall have two directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office is:

Harold D. Harris  
9264 Vista del Lago, #24A  
Boca Raton, Florida 33428

Ruth A. Harris  
9264 Vista del Lago, #24A  
Boca Raton, Florida 33428

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

#### **ARTICLE VII**

The name and address of the incorporator of the corporation is:

Charles E. Muller II  
9350 S. Dixie Highway, Suite 1550  
Miami, Florida 33156

ARTICLE VIII

The mailing address of the corporation is:

9264 Vista del Lago, #24A  
Boca Raton, Florida 33428

Executed at Miami, Florida, this 21<sup>st</sup> day of December, 1998.



Charles E. Muller II, Incorporator

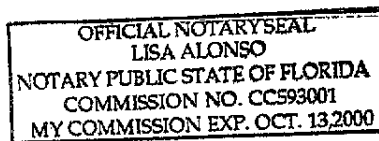
STATE of FLORIDA                    )  
  ) SS  
COUNTY of MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 21 day of December, 1998, by Charles E. Muller II. He is personally known to me.



Name: \_\_\_\_\_  
Serial No.: \_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 22 AM 10:05

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of RAHWAY GROUP, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 21<sup>st</sup> day of December, 1998.



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Charles E. Muller II,  
Registered Agent

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