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## ARTICLES OF INCORPORATION OF R.F.B.S., INC.

R.F.B.S., INC.
(a corporation for profit)

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SECRETARY OF STATE TALLAMASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

#### ARTICLE I NAME

The name of this corporation is R.F.B.S., INC.

#### ARTICLE II DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

### ARTICLE III PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

#### ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "common shares". Said stock shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

#### ARTICLE V PRINCIPAL OFFICE

The address of the principal office is 6951 Crown Gate Place, Miami Lakes, Florida 33014, and the mailing address of the corporation shall initially be 6951 Crown Gate Place, Miami Lakes, Florida 33014.

#### ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 225 West Lake Summit Drive, Winter Haven, Florida 33884, and the name of its initial registered agent at that office is LARRY RAZZANO.

### ARTICLE VII MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

#### ARTICLE VIII OFFICERS

The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

## ARTICLE IX INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President MICHAEL FUOUA

153 Beverly Drive, S.E. Winter Haven, Florida 33884

Vice-President LARRY RAZZANO

225 West Lake Summit Drive Winter Haven, Florida 33884

Secretary THOMAS BARDON

6951 Crown Gate Place Miami Lakes, Florida 33014

Treasurer THOMAS JAMES SHEPHERD

714 Santa Maria Drive Winter Haven, Florida 33884

#### ARTICLE X BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be four. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

MICHAEL FUQUA 153 Beverly Drive, S.E. Winter Haven, Florida 33884

LARRY RAZZANO 225 West Lake Summit Drive Winter Haven, Florida 33884

THOMAS BARDON 6951 Crown Gate Place Miami Lakes, Florida 33014

THOMAS JAMES SHEPHERD 714 Santa Maria Drive Winter Haven, Florida 38884.

#### ARTICLE XI NAME AND ADDRESSES OF INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

LARRY RAZZANO
225 West Lake Summit Drive
Winter Haven, Florida 33884.

## ARTICLE XII BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance

with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

#### ARTICLE XIII MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

#### ARTICLE XIV OUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

#### ARTICLE XV AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 23rd day of December, 1998.

Signed, sealed and delivered

in the presence of:

Witness

Cynthia Crofoot Rignanese

Printed Name

LARRY RAZZANO, as incorporator

Witness

Roxie D. Henderson

Printed Name

#### STATE OF FLORIDA COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 23rd day of December, 1998, by LARRY RAZZANO, who personally appeared before me, is personally known to me, or who has produced Florida Driver's License as identification.



Printed Name: C.C. Rignanese Notary Public/affix notarial seal My Commission Expires: 02/21/2002 My Commission Number: CC 706378

#### FILED

#### R.F.B.S., INC. ACCEPTANCE OF REGISTERED AGENT

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SECAZIARY OF STATE
TALLAHASSEE, FLORIDA
Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent, and state that I am familiar with, and accept, the obligations provided for registered agents in the Florida Business Corporation Act.

Dated: December 23, 1998.