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February 5, 1999

Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

**RE: RIDLEY'S CUSTOM FRAMING, INC.**

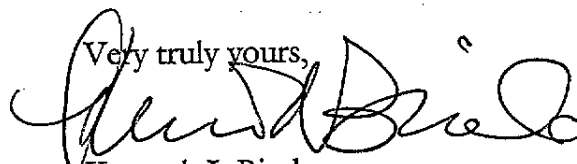
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation with reference to the above matter. Please file said documents returning a certified copy to our office in the envelope provided for your convenience. In addition, our firm's check in the amount of \$78.75 is enclosed representing the necessary fees in this matter.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,

  
Kenneth J. Binda

KJB: cmo  
Enclosure

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**RIDLEY'S CUSTOM FRAMING, INC**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

**ARTICLE I. - NAME**

The name of this corporation is RIDLEY'S CUSTOM FRAMING, INC.

**ARTICLE II. - NATURE OF BUSINESS**

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV. - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Thousand (\$1,000.00) Dollars.

**ARTICLE V. - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI. - ADDRESS**

The initial address of the principal office of this corporation is: 4651 Babcock Street, N.E., Suite 12, Palm Bay, Florida 32905.

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### **ARTICLE VII. - REGISTERED AGENT**

The initial registered agent of this corporation is Ralph T. Ridley, and the initial registered office 4651 Babcock Street, N.E., Suite 12, Palm Bay, Florida 32905.

### **ARTICLE VIII. - DIRECTORS**

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1).

### **ARTICLE IX. - INITIAL DIRECTOR**

The name and address of the members of the first Board of Directors is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Ralph T. Ridley	President/Treasurer	1270 Salford Street, S.E. Palm Bay, FL 32909
Peggy L. Ridley	Vice President/Secretary	1270 Salford Street, S.E. Palm Bay, FL 32909

### **ARTICLE X. - SUBSCRIBERS**

The name and address of each subscriber of these Articles of Incorporation and the number of shares he or she agrees to subscribe is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Ralph T. Ridley	1270 Salford Street, S.E. Palm Bay, FL 32909	500
Peggy L. Ridley	1270 Salford Street, S.E. Palm Bay, FL 32909	500

Said subscriber allege and certify that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV thereof.

#### **ARTICLE XI. - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

#### **ARTICLE XII - LIMITATIONS ON CORPORATE STOCK**

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice hereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

**ARTICLE XIII. - VOTING TRUSTS**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

IN WITNESS WHEREOF, the subscriber herto has executed these Articles of Incorporation, this 5 day of FEB., 1999.

Ralph T. Ridley  
Ralph T. Ridley- Incorporator

Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities, as Registered Agent for said corporation.

Ralph T. Ridley  
Ralph T. Ridley- Registered Agent

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STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Ralph T. Ridley to me known to be the person described as the Incorporator and Registered Agent, respectively, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation in his respective capacities.

Christine M. Ogden  
NOTARY PUBLIC

My commission Expires:



Christine M Ogden  
My Commission CC801318  
Expires January 11, 2003