

# Wallace, Browning & Krawetz

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ESTATE PLANNING  
FAMILY LAW  
REAL ESTATE AND  
BUSINESS TRANSACTIONS

P99000044091

May 25, 1999

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Fl. 32399

100002888351--9  
-05/27/99--01052--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: Rainewood International, Inc.

Gentlemen:

Enclosed are two copies of the Amended and Restated Articles for the above corporation along with the certificate required by the Florida statutes. Also enclosed is the \$ 35.00 fee.

Would you please stamp and return one of the copies to me following approval.

Very truly yours,

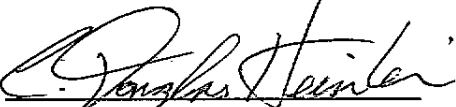
  
Robert W. Browning, Jr.

*Amend + Re state  
6-3-99  
DWS*

**FILED**  
99 MAY 27 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# **CERTIFICATE**

The undersigned, being a director of Rainewood International, Inc. (the "Corporation"), hereby certifies that the Restated Articles of Incorporation of the Corporation attached hereto do not contain any amendments requiring the approval of the shareholders and that the Board of Directors adopted the Restated Articles on May, 25, 1999.

  
C. Douglas Heinlein, Director

99 MAY 27 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**RAINEWOOD INTERNATIONAL, INC.**

**ARTICLE ONE. NAME**

The name of the corporation is RAINWOOD INTERNATIONAL,

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE TWO. PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE THREE. POWERS**

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

**ARTICLE FOUR. CAPITAL STOCK**

This corporation is authorized to issue 10,000,000 shares of voting common stock with a par value of \$ .01 per share.

**ARTICLE FIVE. PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 928 Jakl Ave., Sarasota, FL 34232.

**ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1800 Second St., Suite 880, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

## ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

## ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney  
1800 Second St., Suite 880  
Sarasota, Fl. 34236

## ARTICLE NINE. AMENDMENT

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

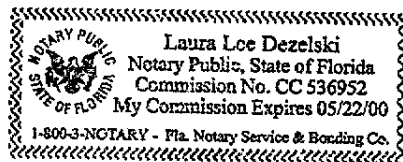
The undersigned director has executed these Amended and Restated Articles of Incorporation this 25th day of May, 1999.

  
C. DOUGLAS HEINLEIN

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25th day of May, 1999, by C. Douglas Heinlein, who is personally known to me and who did not take an oath.

  
Notary Public



ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
RAINEWOOD INTERNATIONAL, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: May 25, 1999.



ROBERT W. BROWNING, JR.

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TALLAHASSEE, FLORIDA