

P990000045089



ACCOUNT NO. : 072100000032

REFERENCE : 241858 5015263

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 14, 1999

ORDER TIME : 9:08 AM

ORDER NO. : 241858-005

CUSTOMER NO: 5015263

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-05/17/99--01023--021
*****70.00 *****70.00

CUSTOMER: Louis R. Montello, Esq
MONTELLO & KENNEY, P.A.
MONTELLO & KENNEY, P.A.
Suite 1070
777 Brickel Avenue
Miami, FL 33131

DOMESTIC FILING

NAME:

RAINMAKER, INC.

of Naples, Inc.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
99 MAY 17 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAY 17 AM 10:09
OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11456
WS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 1999

CSC NETWORKS

SUBJECT: RAINMAKER, INC.
Ref. Number: W99000011456

We have received your document for RAINMAKER, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 399A00027127

RESUBMIT

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

47:01M 81 AM 66

RECEIVED

ARTICLES OF INCORPORATION

OF

RAINMAKER OF NAPLES, INC.

FILED
99 MAY 17 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is RAINMAKER OF NAPLES, INC. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 920 Fifth Avenue, South, Suite 200, Naples, Florida 34102.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

Special Meeting

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Thomas R. Grady
920 Fifth Avenue, South, Suite 200
Naples, Florida 34102

ARTICLE VII

Incorporator

The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE VIII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of May, 1999.



Louis R. Montello,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of RAINMAKER OF NAPLES, INC. , hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,
Registered Agent

May 13, 1999

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TALLAHASSEE, FLORIDA