

OFFICE USE ONLY (Document #)

LEZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JUN 2 PM 12:49

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RAINY DAYS INVESTMENTS, INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****78.75 *****78.75

Examiner's Initials

DANIEL DAVIS, P.E.
ATTORNEY AT LAW

1313 PONCE DE LEON BOULEVARD • SUITE 200
CORAL GABLES, FLORIDA 33134
TEL: (305) 446-2517 • FAX: (305) 446-7521

June 18, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Incorporation of Rainy Days Investments, Inc.

To Whom It May Concern:


Enclosed please find an original and one copy of the Articles of Incorporation of the above captioned corporation.

Also enclosed is our check for the following:

Filing Fees	\$35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$78.75

Please certify the enclosed copy of the Charter and return it to this office. If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,


Daniel Davis

encl.

**ARTICLES OF INCORPORATION
OF
RAINY DAYS INVESTMENTS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

RAINY DAYS INVESTMENTS, INC.

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TALLAHASSEE FLORIDA

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is eight thousand (8,000) shares of common stock, each share having the par value of one (\$1.00) dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued, stock is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but

unissued, stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued, stock the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

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 to be 2581 Mayfair Lane, Weston, Florida 33327. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

Articles of Incorporation
Rainy Days Investments, Inc.

ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Monroe Scheiner
2731 Pinehurst Drive
Weston, Florida 33327

Eve G. Scheiner
2731 Pinehurst Drive
Weston, Florida 33327

Alan J. Davis
2581 Mayfair Lane
Weston, Florida 33327

Barbara H. Davis
2581 Mayfair Lane
Weston, Florida 33327

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Daniel Davis
1313 Ponce de Leon Boulevard
Suite 200
Coral Gables, Florida 33134

ARTICLE X - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

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 them to the stockholders, and approved at a stockholders' meeting by a majority 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.

ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is:

Daniel Davis
1313 Ponce de Leon Boulevard
Suite 200
Coral Gables, Florida 33134

The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon Daniel Davis, the Registered Agent, at 1313 Ponce de Leon Boulevard, Suite 200, Coral Gables, Florida 33134.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each

Articles of Incorporation
Rainy Days Investments, Inc.

such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 18 day of June, 1999.

Incorporator

By: Daniel Davis
Daniel Davis

STATE OF FLORIDA)
):
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18 day of June, 1999 by Daniel Davis who is personally known to me.

My Commission Expires:

Stephanie Rosario
Notary Public, State of Florida



STEPHANIE ROSARIO
Printed or typed name of Notary Public

Articles of Incorporation
Rainy Days Investments, Inc.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating registered office/registered agent in the State of Florida.

1. The name of the corporation is:


RAINY DAYS INVESTMENTS, INC.

2. The name and address of the registered agent and office is:

Daniel Davis
1313 Ponce de Leon Boulevard
Suite 200
Coral Gables, Florida 33134

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
HEREBY 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, AND I ACCEPT THE DUTIES
AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Dated this 18 day of June, 1999.



Registered Agent

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STATE OF FLORIDA

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In the event that any authorized, but unissued, stock is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but

Articles of Incorporation
Rainy Days Investments, Inc.

unissued, stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued, stock the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

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Articles of Incorporation
Rainy Days Investments, Inc.

such person for all legal expenses including legal expenses on appeal matter.

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Incorporator

By: *Daniel Davis*
Daniel Davis

STATE OF FLORIDA)
):
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18 day of June, 1999 by Daniel Davis who is personally known to me.

My Commission Expires:

Stephanie Rosario
Notary Public, State of Florida



STEPHANIE ROSARIO
Printed or typed name of Notary Public

Articles of Incorporation
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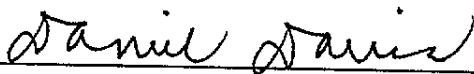
RAINY DAYS INVESTMENTS, INC.

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STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
HEREBY 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, AND I ACCEPT THE DUTIES
AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Dated this 18 day of June, 1999.



Registered Agent