

999 0000 85788

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Rafinatti, Inc.

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*File First *

510
W99-22244

Signature _____

Requested by: AS

Name _____

Date 9/27/99

Time 9:37

Walk-In _____

Will Pick Up _____

<input checked="" type="checkbox"/>	Art of Inc. File _____
<input type="checkbox"/>	LTD Partnership File _____
<input type="checkbox"/>	Foreign Corp. File _____
<input type="checkbox"/>	L.C. File _____
<input type="checkbox"/>	Fictitious Name File _____
<input type="checkbox"/>	Trade/Service Mark _____
<input type="checkbox"/>	Merger File _____
<input type="checkbox"/>	Art. of Amend. File _____
<input type="checkbox"/>	RA Resignation _____
<input type="checkbox"/>	Dissolution / Withdrawal _____
<input type="checkbox"/>	Annual Report / Reinstatement _____
<input checked="" type="checkbox"/>	Cert. Copy _____
<input checked="" type="checkbox"/>	Photo Copy _____
<input checked="" type="checkbox"/>	Certificate of Good Standing _____
<input type="checkbox"/>	Certificate of Status _____
<input type="checkbox"/>	Certificate of Fictitious Name _____
<input type="checkbox"/>	Corp Record Search _____
<input type="checkbox"/>	Officer Search _____
<input type="checkbox"/>	Fictitious Search _____
<input type="checkbox"/>	Fictitious Owner Search _____
<input type="checkbox"/>	Vehicle Search _____
<input type="checkbox"/>	Driving Record _____
<input type="checkbox"/>	UCC 1 or 3 File _____
<input type="checkbox"/>	UCC 11 Search _____
<input type="checkbox"/>	UCC 11 Retrieval _____
<input type="checkbox"/>	Courier _____

99 SEP 27 AM 9:48

RECEIVED

89 SEP 28 PM 2:29

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

9/28/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 PM 2:29

September 27, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET #1
TALLAHASSEE, FL 32302

SUBJECT: RAFINATTI, INC.
Ref. Number: W99000022244

We have received your document for RAFINATTI, INC.. However, the document has not been filed and is being returned for the following:

Please provide an English translation for the entity's name in your cover letter.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 799A00047086

* There is no English translation.
(per your conversation with my
client)

RECEIVED
99 SEP 28 AM 10:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32302

ARTICLES OF INCORPORATION
OF
RAFINATTI, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 PM 2:29

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Rafinatti, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

801 Laurel Oak Drive, Suite 710
Naples, FL 34108

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a face or par value of \$.10 per share.

ARTICLE IV. NO PREEMPTIVE RIGHTS

No holder of shares of the Capital Stock of any class of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine from time to

time and at such price as the Board of Directors may fix from time to time; and any shares of stock or convertible obligations which the Corporation may determine to offer for subscription to the holders of stock may be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. The Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE V. AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901(5)(a) Florida Statutes, expressly elects not to be governed by Section 607.0901 Florida Statutes, pertaining to Affiliated Transactions.

ARTICLE VI. INDEMNIFICATION

The Corporation shall have the power and authority to indemnify any officer, director, agent or employee of the Corporation, or any former officer, director, agent or employee of the Corporation, or any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law, in accordance

with the Corporation's Bylaws, pursuant to an agreement authorized by the Board of Directors with such person and as otherwise permitted under the Florida Business Corporation Act, as in effect from time to time.

ARTICLE VII. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

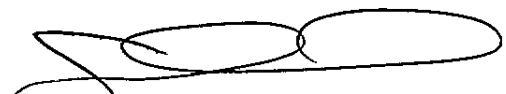
Mark J. Woodward
801 Laurel Oak Drive, Suite 710
Naples, Florida 34108

ARTICLE VIII. INCORPORATOR(S)

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

Mark J. Woodward
801 Laurel Oak Drive, Suite 710
Naples, Florida 34108

The undersigned has executed these Articles of Incorporation this 20th day of September, 1999.



Mark J. Woodward, Incorporator

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 PM 2:29

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Rafinatti, Inc.

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

Mark J. Woodward
801 Laurel Oak Drive, Suite 710
Naples, Florida 34108


Name: Mark J. Woodward
Title: Incorporator
Date: September 20, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Mark J. Woodward, Registered Agent
Date: September 20, 1999