

00000097095



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 444441 4329479

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Patricia P*

ORDER DATE : October 29, 1999

ORDER TIME : 10:27 AM

ORDER NO. : 444441-005

CUSTOMER NO: 4329479

CUSTOMER: Jeffery Jonassen, Esq
BAKER & HOSTETLER
BAKER & HOSTETLER
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: ~~RAYMAR, 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: Erika Carlson

EXAMINER'S INITIALS:

229-25011

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 29 AM 10:52

RECEIVED
99 OCT 29 PM 12:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 29 AM 10:52

November 1, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: MARRAY, INC.
Ref. Number: W99000025011

* Please Note: *

This is the 2nd reject notice.

Please make sure document

is back dated to 1st

submission date. Thank

you.

Erika Carlson

ext. 1113

We have received your document for MARRAY, INC. and the authorization to debit your account in the amount of \$78.75. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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: 299A00052311

RECEIVED
99 NOV -4 AM 9:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 29 AM 10:52

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 29, 1999

CSC NETWORKS

RESUBMIT

Please give original
submission date as file date

SUBJECT: RAYMAR, INC.
Ref. Number: W99000025011

* Please note:
Client requested
a certified copy now.
Attached is a
revised/corrected work request
form, approving debit
of the full amount.
Thank you for your
assistance.

Erika
Carlson

ext. 1113

We have received your document for RAYMAR, 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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 799A00052110

RECEIVED
99 NOV - 1 PM 2:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 29 AM 10:52

RayMar Enterprises, Inc.

ARTICLE I

Name and Duration

The name of the Corporation is RayMar Enterprises, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 6549 NW 97th Drive, Parkland, Florida 33076.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, 2300 SunTrust Center, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100 shares of Common Stock ("Common Stock"), \$1.00 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Jeffery Q. Jonasen

Address

Post Office Box 112
Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name

Seth J. Freedman

Address

6549 NW 97th Drive
Parkland, Florida 33076

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

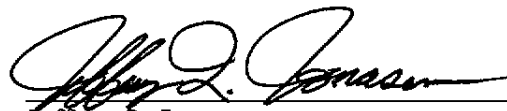
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 28th day of October, 1999.

Incorporator


Jeffery Q. Jonassen

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted,
in compliance with said statute:

RayMar Enterprises, Inc. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 200 South Orange Avenue, 2300 SunTrust Center, in the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. CO.

By: G. Thomas Ball

G. Thomas Ball
Vice President

DATED: October 28, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 29 AM 10:52