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Florida Department of State
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Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727)461-1818
Fax Number : (727)441-8617

FLORIDA PROFIT CORPORATION OR P.A.

RICK MATTHEWS HOLDINGS CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION
OF
RICK MATTHEWS HOLDINGS CORP.

ARTICLE I - Name and Address

The name of this corporation is RICK MATTHEWS HOLDINGS CORP. The mailing address of the corporation is: 911 Chestnut Street, Clearwater, Florida 33756. The address of the corporation's principal office is 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By:

Michael G. Little, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0861677
(813) 461-1818

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ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Michael G. Little.

ARTICLE VI - Incorporator

The name and address of the person signing these Articles are:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Michael G. Little | 911 Chestnut Street Clearwater, Florida 33756 |

ARTICLE VII - Indemnification

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

ARTICLE VIII - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ___ day of March, 2000.



MICHAEL G. LITTLE

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, RICK MATTHEWS HOLDINGS CORP., desiring to organize under the laws of the State of Florida, hereby designates Michael G. Little, located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



MICHAEL G. LITTLE

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