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SHUBITZ ROSENBLUM & Co., P.A.

Certified Public Accountants

MEMBERS

AMERICAN AND FLORIDA INSTITUTES OF CERTIFIED PUBLIC ACCOUNTANTS

AICPA • SEC PRACTICE SECTION

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AICPA • TAX DIVISION

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LEONARD ALAN SHUBITZ, C.P.A.

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SABAL CHASE PROFESSIONAL CENTER
11428 SOUTHWEST 109TH ROAD
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November 20, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: R & N. Associates

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced company.

Also enclosed is check in the amount of \$70 to cover the following:

\$35.00

35.00

\$70.00

Filing of Articles of Incorporation

Registered Agent Filing Fee

Very truly yours,



Leonard Alan Shubitz
Certified Public Accountant

LAS/ap
encl. as stated

Sent via Certified Mail #7000 1530 0003 3320 2944, Return Receipt Requested

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*****70.00 *****70.00

W01-27523

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 17 AM 10:04

FILED

T. Burch DEC 18 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 4, 2001

SHUBITZ ROSENBLOOM & CO., P.A.
ATTN: LEONARD ALAN SHUBITZ
11428 SOUTHWEST 109TH ROAD
MIAMI, FL 33176-3148

SUBJECT: R & N ASSOCIATES
Ref. Number: W01000027523

We have received your document for R & N ASSOCIATES and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

An effective date may be added to the Articles of Incorporation if a 2002 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 001A00063981



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2001

SHUBITZ ROSENBLOOM & CO., P.A.
ATTN: LEONARD ALAN SHUBITZ
11428 SOUTHWEST 109TH ROAD
MIAMI, FL 33176-3148

SUBJECT: R & N ASSOCIATES, INC.
Ref. Number: W01000027523

We have received your document for R & N ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

An effective date may be added to the Articles of Incorporation if a 2002 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 001A00065059

**ARTICLES OF INCORPORATION
OF
R & N ASSOCIATES WORLDWIDE, INC.**

FILED

01 DEC 17 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate together to form a corporation under the Laws of the State of Florida.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be: **R & N ASSOCIATES WORLDWIDE, INC.**

**ARTICLE II
NATURE OF BUSINESS**

The general nature of business to be transacted by this corporation shall be to engage in any activities or business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, cancel, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, ware, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 500 shares of common stock at 1.00 par value per share.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The corporation is to exist perpetually. C/O Shubitz Rosenbloom & Co., P.A.
11428 S.W. 109th Road, Miami, FL 33176

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this State of the principal office of this corporation is:
11428 SW 109th Road Miami, FL 33176

The Board of Directors may from time-to-time, move the principal office to any other address in the State of Florida.

**ARTICLE VII
DIRECTORS**

This corporation shall have not less than one (1) director initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholders.

**ARTICLE VIII
BOARD OF DIRECTORS**

The name and street address of the members of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
RICHARD NEUBAUER JR.	PRESIDENT	C/O SHUBITZ ROSENBLOOM & CO., PA 11428 SW 109 TH ROAD MIAMI, FL 33176

**ARTICLE IX
INCORPORATOR**

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
RICHARD NEUBAUER JR.	11428 S.W. 109 TH RD. MIAMI, FL 33176	500	\$500.

**ARTICLE X
REGISTERED AGENT**

The address of the Registered Office of this corporation shall be:

11428 S.W. 109TH ROAD MIAMI, FL 33176

and the Registered Agent shall be: RICHARD NEUBAUER JR.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place designed in these Articles of Incorporation, I hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



10 NOV 01

BY: RICHARD NEUBAUER JR.

INCORPORATOR

REGISTERED AGENT

ARTICLE XI

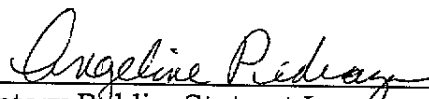
AMENDMENT

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 the stockholders' meeting by the majority of the stock entitled to vote them on, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments personally appeared Richard Neubauser Jr.

WITNESS my hand and official seal in the County and State named above on this 10 day of November, 2001.



Notary Public, State at Large
My Commission Expires: