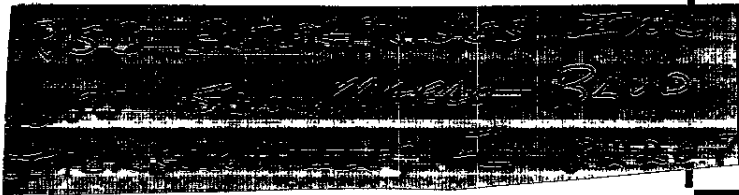


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Requestor's Name Mobile
(904)-396-5002 (904)608-8586



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Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input 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

FILED
 98 APR 20 PM 1:06
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Dane McGraw GAVE
 AUTHORIZATION BY PHONE TO
Aly Suffrin thruout Article
~~CORRECT~~
 DATE 4-20-98
 DOC. EXAM. CB

Examiner's Initials	
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Handwritten initials and scribbles.

ARTICLES OF INCORPORATION

FOR

RSG *PROPERTIES*, INC.
1633 SAN MARCO BOULEVARD, SUITE 2
JACKSONVILLE, FLORIDA 32207

We the undersigned for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Corporation:

ARTICLE I NAME

The name of the corporation is:

RSG *PROPERTIES*, Inc.
1633 San Marco Boulevard
Suite 2
Jacksonville, Florida 32207

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TALLAHASSEE, FLORIDA

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is:

1. To engage in real estate investment properties.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, dealing and with goods, wares, merchandise, real and personal property, and services of every kind and description, except that it is not to conduct any business forbidden by law.
3. To conduct business in, have one or more offices in, buy and hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and counties.
4. To contract debts and borrow money, lease and sell or pledge bonds, debentures, notes and or other evidences of indebtedness, and execute such mortgages,

transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire, or dispose of the shares of capital stock, 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.
7. To become guarantor or surety for any such person, firm, or corporation for any purpose or transaction whatsoever.
8. To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.
9. To adopt such pension, profit sharing, stock options, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the corporation.
10. To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers and purposes of this corporation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of One Dollar (\$1.00) per value common stock. The Board of Directors is authorized to issue "Section 1244 Stock," as defined by section 1244 of the Internal Revenue Code.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin is One Hundred and no/100 Dollars (\$100.00).

**ARTICLE V
TERM**

The corporation shall have perpetual existence.

**ARTICLE VI
ADDRESS**

The post office address of the principal office of this corporation in the State of Florida is 1633 San Marco Boulevard, Suite 2, Jacksonville, Florida 32207. The Board of Directors may from time to time move the office to any other address in the State of Florida.

**ARTICLE VII
DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors of the corporation are:

Dane E. McGraw	Sandy Goldman	Ron Goldman
1633 San Marco Boulevard	1633 San Marco Boulevard	1633 San Marco Boulevard
Suite 2	Suite 2	Suite 2
Jacksonville, Florida 32207	Jacksonville, Florida 32207	Jacksonville, Florida 32207

**ARTICLE IX
SUBSCRIBERS**

The name and post office addresses of the subscriber of these Articles is:

Dane E. McGraw
1633 San Marco Boulevard
Suite 2
Jacksonville, Florida 32207

**ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered agent for the corporation is Dane E. McGraw and the initial registered office for that agent and the corporation is 1633 San Marco Boulevard, Suite 2, Jacksonville, Florida 32207.

**ARTICLE XI
PREEMPTIVE RIGHTS FOR SHAREHOLDERS**

All shareholders of stock in the corporation shall have preemptive rights.

ARTICLE XII

1. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders or by the directors may not alter or amend any by-laws adopted by the stockholders.
2. The directors shall adopt the initial by-laws of this corporation. The by-laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any by-law adopted by the stockholders.
3. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.
4. The stockholders may, by by-law provision or by stockholders agreement, recorded in the minute book, impose such restriction on the sale, transfer, or encumbrance of the stock this corporation as they may see fit.
5. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present or in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.
6. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, member, director, officer, or employee, or which they are interested shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by vote of a majority of the directors

present, such interested director or directors to be counted determining whether quorum is present, but not be counted in calculating the majority necessary to carry such a vote. This action shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

7. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIII

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or which it is a creditor against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer, or employee the reasonable costs of settlement such action, suit or proceeding, if it shall be found by majority of the committee composed of the directors not involved in the matter in controversy (whether or whether not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of APRIL, 1998




(SEAL)

**STATE OF FLORIDA
COUNTY OF DUVAL**

I hereby certify that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments personally appeared Dane E. McGraw to me well know to be the person described as the subscriber in and who executed the forgoing Articles of Incorporation.

WITNESS my hand and official seal at the County and State named, this 7th day of April A.D., 1998.



Notary Public, State of Florida
My Commission Expires:

PORTER JONES CHANDLER, JR
Notary Public, State of Florida
My Comm. expires Aug. 22, 1998
Comm. No. CC 402108

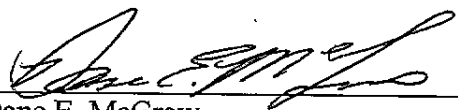
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE
AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That RSG *PROPERTIES*, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Jacksonville, Florida, County of Duval, State of Florida, has named Dane E. McGraw. Located at 1633 San Marco Boulevard, Suite 2, Jacksonville, Florida 32207, as its agent to accept service of process within the state.

Acknowledgment

Having been named to accept service of process for the above named corporation at a place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



Dane E. McGraw

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA