

Division of Corporations

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Florida Department of State

Division of Corporations

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Sandra B. Mortham, Secretary of State

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Account Name : WATTERSON, HYLAND, BAIRD & KLETT
Account Number : 073410002775
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FLORIDA PROFIT CORPORATION OR P.A.

RD HOLDINGS AND INVESTMENTS, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
RD HOLDINGS AND INVESTMENTS, INC.**

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I: NAME

The name of the corporation ("Corporation") is RD HOLDINGS AND INVESTMENTS, INC.

ARTICLE II: PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Corporation is 5544 Pennock Point Road, Jupiter, Florida 33458.

ARTICLE III: CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is One Hundred (100) shares having a par value of One Dollar, (\$1.00), per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Richard Douglas, 5544 Pennock Point Road, Jupiter, Florida 33458.

Barry B. Byrd, Esquire
Fla. Bar Number: 0297976
Watterson, Hyland & Klett, P.A.
4100 RCA Boulevard, Suite 100
Palm Beach Gardens, Florida 33410
(561) 627-500 telephone
(561) 627-5600 facsimile

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ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is: Richard Douglas, 5544 Pennock Point Road, Jupiter, Florida 33458.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation shall allow up to three directors. The names and addresses of the initial Board of Directors of the Corporation are:

Director: Richard Douglas, 5544 Pennock Point Road, Jupiter, Florida 33458;

Director: Gregory Anthony, 8268 Bob-O-Link Drive, West Palm Beach, Florida 33412.

ARTICLE VII: INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE VIII: NOTATION CONCERNING INCORPORATION

This incorporation relates to the re-incorporation under the laws of the State of Florida of a corporation of the same name being dissolved under its existence under the laws of the District of Columbia.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6 day of ~~September~~ October, 1998.

By: 
Richard Douglas

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT\REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, RD Holdings and Investments, Inc., 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 RD Holdings and Investments, Inc.
- 2. The name and street address of the registered agent and office is: Richard Douglas, 5544 Pennock Point Road, Jupiter, Florida 33458.

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.

By: 
Richard Douglas

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