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MCALPIN & BRAIS
PROFESSIONAL ASSOCIATION
BRICKELL BAYVIEW CENTRE
80 SOUTHWEST 8TH STREET, SUITE 2805
MIAMI, FLORIDA 33130

Reply To:
RICHARD J. MCALPIN*

Telephone (305) 810-5400
Facsimile (305) 810-5401
mbattorney@aol.com

*Florida Bar Board Certified
Admiralty & Maritime Lawyer

April 27, 1998

VIA FEDERAL EXPRESS

200002504982--4
-04/29/98--01047--001
*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Registration of R & R Holdings, Inc. to transact business in Florida
Our File No.: 2002-7753

W98-9658

Dear Sir/Madam:

Enclosed please find the application to register R & R Holdings, Inc., a Delaware Corporation, to transact business in Florida. Also enclosed is an original Certificate of Good Standing from the state of Delaware office of the Secretary of State. Enclosed is our check in the amount of \$78.75 to cover the cost of the registration and a Certificate of Status, which should be mailed back to the undersigned at the captioned address. I have enclosed a pre-paid Federal Express airway bill for your convenience.

Very truly yours,

RICHARD J. MCALPIN
For the firm

RJM/dmc
Enclosure

AL 5/13/98

FILED
98 MAY 13 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1998

MCALPIN & BRAIS
RICHARD J. MCALPIN
80 SOUTHWEST 8TH STREET, SUITE 2805
MIAMI, FL 33130

SUBJECT: R & R HOLDINGS, INC.
Ref. Number: W98000009658

FILED
98 MAY 13 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for R & R HOLDINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 798A00023453

MCALPIN & BRAIS
PROFESSIONAL ASSOCIATION
BRICKELL BAYVIEW CENTRE
80 SOUTHWEST 8TH STREET, SUITE 2805
MIAMI, FLORIDA 33130

Reply To:
RICHARD J. MCALPIN*

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*Florida Bar Board Certified
Admiralty & Maritime Lawyer

May 7, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

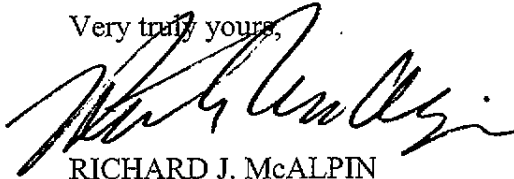
Attn: Agnes Lunt, Documentation Specialist

Re: R & R Holdings, Inc. of Delaware
Ref. No.: W98000009658
Our File No.: 2002-7753

Dear Ms. Lunt:

We refer to your correspondence of April 29, 1998, a copy of which is enclosed. Also enclosed is a copy of the resolution of the Board of Directors of R & R Holdings, Inc., adopting the name of R & R Holdings, Inc. of Delaware for use in Florida. Kindly register this name and provide me with the necessary documentation in due course.

Very truly yours,



RICHARD J. MCALPIN
For the firm

RJM/dmc
Enclosure

FILED
98 MAY 13 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned William G. Rickett, do hereby certify
(Name)

that this Resolution of the Board of Directors of R & R Holdings, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on May 5, _____, 19 98.

Be it resolved, that R & R Holdings, Inc.,
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

R & R Holdings, Inc. of Delaware for use in Florida.

Dated: May 5, 1998

William G. Rickett, Pres.
Signature of either Chairman, Vice Chairman or any officer

William G. Rickett
Type or print name

FILED
98 MAY 13 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. R & R Holdings, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. not applicable
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/24/98 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. May 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. William G. Rickett
2525 Handley-Ederville Road, Richland Hills, TX 76118
(Current mailing address)

8. General.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Richard J. McAlpin

Office Address: McAlpin & Brais, P.A., 80 SW 8th Street, Suite 2805
Miami, Florida, 33130
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

Richard J. McAlpin

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
98 MAR 13 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: William G. Rickett

Address: 2525 Handley-Ederville Road
Richland Hills, Texas 76118

Vice Chairman: James Roberts

Address: 1619 Colonial Parkway
Inverness, Illinois 60067

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

VICE President: James Roberts

Address: 1618 Colonial Parkway
Inverness, Illinois 60067

President: William G. Rickett

Address: 2525 Handley-Ederville Road
Richland Hills, Texas 76118

Secretary: James Roberts

Address: 1618 Colonial Parkway
Inverness, Illinois 60067

Treasurer: William G. Rickett

Address: 2525 Handley-Ederville Road, Richland Hills, Texas 76118

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. James Roberts
(Signature of Chairman, Vice chairman, or any officer listed in number 12 of the application)

14. Vice President James Roberts
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "R & R HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "R & R HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
98 MAY 13 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State 9044773

2888135 8300

981156789

AUTHENTICATION: 04-24-98

DATE: