

A00000013720

Richard E. Benton (Connie)
 Requestor's Name

1415 East Piedmont Drive, Suite 4
 Address

Tallahassee, FL 32312 297-0990
 City/State/Zip Phone #

Office Use Only

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

1. RSBK Enterprises, Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

RECEIVED
 00 FEB - 8 PM 3:22
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

- Walk in
 Pick up time _____
 Certified Copy
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 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" 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

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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

APPROVED AND FILED
 00 FEB - 8 PM 3:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

TS 2/8/00

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 7, 2000

RICHARD E. BENTON (CONNIE)
1415 E. PIEDMONT DR., STE. 4
TALLAHASSEE, FL 32312

SUBJECT: RBS ENTERPRISES, INC.
Ref. Number: W00000003346

We have received your document for RBS ENTERPRISES, 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):

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.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 400A00006143

ARTICLES OF INCORPORATION

OF

RSBK ENTERPRISES, INC.

The undersigned do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of incorporating **RSBK ENTERPRISES, INC.** (the "Corporation"), under the laws of the State of Florida.

00 FEB - 8 PM 3: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE ONE - NAME

The name of the corporation is **RSBK ENTERPRISES, INC.**

ARTICLE TWO - PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office shall be located at 241 Atlantic Blvd., Suite 7, Neptune Beach, Florida 32266, and its mailing address shall be 241 Atlantic Blvd, Suite 7, Neptune Beach, Florida 32266.

ARTICLE THREE - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE FOUR - GENERAL PURPOSE OF CORPORATION

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE FIVE - CAPITAL STOCK

The maximum number of shares of any equity security that the corporation is authorized to have outstanding at any time shall be as follows:

Common Stock - Three hundred (300) shares of common stock. The whole or any part of the common stock of the corporation shall be payable in lawful money of the

United States of America, or in property, labor or services at a just valuation to be fixed by the Board of Directors in its sole discretion.

ARTICLE SIX - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and the street address of the initial registered office of the corporation shall be:

Richard E. Benton
1415 East Piedmont Drive
Suite 4
Tallahassee, Florida 32312

The Board of Directors may move the registered office to any other address in the State of Florida.

ARTICLE SEVEN - INDEMNIFICATION

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's Bylaws and shall not deviate therefrom without amending said Bylaws.

ARTICLE EIGHT - DIRECTORS

The corporation shall initially have one (1) director. The number of directors may be increased or decreased by the Board of Directors, as expressed in the corporation's Bylaws, but shall never be less than one (1). A director is not required to meet any qualifications other than those required by the laws of the State of Florida. The name and addresses of the initial directors is as follows:

Richard J. Baerwaldt
241 Atlantic Blvd.
Suite 7
Neptune Beach, Florida 32266

Brian K. Schonover
9550-26 Baymeadows
Jacksonville, Florida 32256

ARTICLE NINE - INCORPORATORS

The name and street address of the person acting as the incorporator of the corporation is as follows:

Richard J. Baerwaldt
241 Atlantic Blvd.
Suite 7
Neptune Beach, Florida 32266

Brian K. Schonover
9550-26 Baymeadows
Jacksonville, Florida 32256

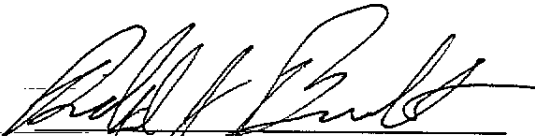
ARTICLE TEN - PREEMPTIVE RIGHTS

All holders of the corporation's common stock shall have preemptive rights with respect to any stock, regardless of class or series, issued by the corporation subsequent to the date on which any such shareholder purchased his shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his proportionate ownership interest in the corporation will remain the same.

ARTICLE ELEVEN - AMENDMENT

The Articles of Incorporation may be amended as provided under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 4th day of February, 2000.


RICHARD J. BAERWALDT


BRIAN K. SCHONOVER

**CERTIFICATE
OF
ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT OF**

RSBK ENTERPRISES, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial registered agent for the service of process within the State of Florida, does hereby accept the appointment as such registered agent and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the registered office which is located at:

1415 East Piedmont Drive
Suite 4
Tallahassee, Florida 32312

The registered agent further acknowledges that he is familiar with and accepts the obligations of serving as registered agent.

IN WITNESS WHEREOF, I, such designated registered agent, have hereunto set my hand and seal at Tallahassee, Leon County, Florida, this 8 day of February, 2000.



RICHARD E. BENTON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB - 8 PM 3: 17

APPROVED
AND
FILED