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Jerrel E. Towery

February 3, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of RGS Enterprises, Inc.

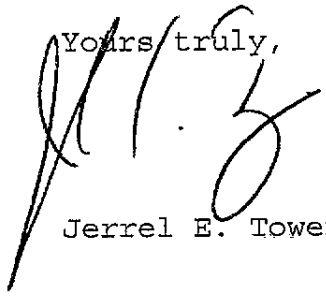
Dear Sir or Madam:

Enclosed please find the above-referenced document,
along with our check in the amount of \$122.50 for your fee.

Please return the recorded Articles with the
Certificate of Incorporation to us.

Thank you for your assistance in this matter.

Yours truly,



Jerrel E. Towery

JET/rks

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RGS ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation does hereby form a corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be RGS ENTERPRISES, INC.

ARTICLE II
GENERAL NATURE

The general nature of the activities of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under this Chapter 607 Florida Statutes.

ARTICLE III
CAPITAL STOCK

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand Shares (100,000) of Common Stock having a par value of One Dollar (1.00) per share, which shall be without preemptive rights.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value in the judgment of the Board of Directors at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any

property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value and to provide in the event of such increase the designation, preferences, voting powers or restrictions or qualifications of voting powers, of such additional stock in an amendment to its Certificate of Incorporation.

D. There shall be no preemptive rights.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is not less than One Thousand (\$1,000.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

CORPORATE OFFICE

The street address of the office of the Corporation will be 245 S. Grove St., Venice, FL 34292. The Board of Directors shall have the power to establish branch offices and to move the principal office to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

A. The Board of Directors of this Corporation shall consist of at least one (1) Director, but not more than three (3) Directors.

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders.

C. The names and street addresses of the initial members of the Board of Directors, to hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT G. SHAPIRO	245 S. Grove St., Venice, FL 34292

D. Any Director may be removed from office by the Stockholders, entitled to vote thereon at any annual or special meeting of the Stockholders, for any cause deemed sufficient by such Stockholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Stockholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII

SUBSCRIBER TO ARTICLES

The following is the name and address of the subscriber to these Articles of Incorporation:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT G. SHAPIRO	245 S. Grove St., Venice, FL 34292

ARTICLE IX

BYLAWS

The Stockholders of this Corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this Corporation, and the duties of the Officers of this Corporation shall be prescribed by such Bylaws. The Bylaws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of Stockholders in specified matters. In addition, such Bylaws may include, by unanimous decision of all the Stockholders, any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of stock of this

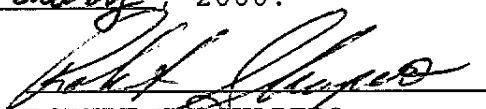
Corporation by any of its Stockholders, or in the event of the death of any of its Stockholders, and any provision for dissolution of the Corporation.

ARTICLE X

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 a Stockholders' meeting by a majority, or such greater number as may be specified in the Bylaws, of the share of stock entitled to vote thereon unless all the Directors and all the Stockholders' sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunder set my hand and seal this 2nd day of February, 2000.


ROBERT G. SHAPIRO

STATE OF FLORIDA
COUNTY OF SARASOTA

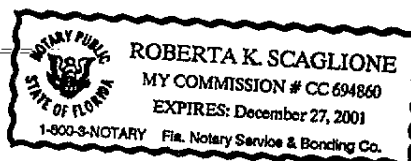
The foregoing instrument was acknowledged before me this 2nd day of February, 2000, by ROBERT G. SHAPIRO, the incorporator of RGS ENTERPRISES, INC. He is personally known to me, or has produced N.Y. State Driver's License as identification and did take an oath.


Signature of Acknowledger

ROBERTA K. SCAGLIONE
Printed Name of Acknowledger

Notary Public
Title or Rank


Date Commission Expires:



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

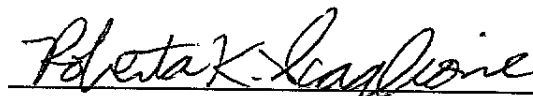
In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

RGS ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the County of Sarasota, State of Florida, has named ROBERT G. SHAPIRO, 245 S. Grove St., Venice, FL 34292, County of Sarasota, State of Florida, as its resident agent to accept service of process within this State.


ROBERT G. SHAPIRO

STATE OF FLORIDA
COUNTY OF SARASOTA

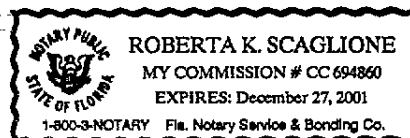
The foregoing instrument was acknowledged before me this 2nd day of February, 2000, by ROBERT G. SHAPIRO, Incorporator of RGS ENTERPRISES, INC., a Florida Corporation, on behalf of the corporation. He is personally known to me, or has produced N.Y. State Driver's License as identification and did take an oath.


Signature of Acknowledger

ROBERTA K. SCAGLIONE
Printed Name of Acknowledger

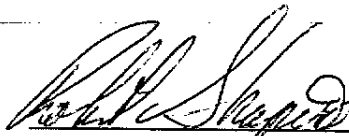
Notary Public
Title or Rank

Date Commission Expires:



ACCEPTANCE:

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


ROBERT G. SHAPIRO

STATE OF FLORIDA
COUNTY OF SARASOTA

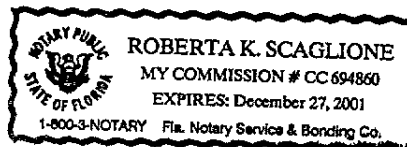
The foregoing instrument was acknowledged before me this 2nd day of February, 2000, by ROBERT G. SHAPIRO. He is personally known to me, or has produced N.Y. State Driver's License as identification and did take an oath.


Signature of Acknowledger

ROBERTA K. SCAGLIONE
Printed Name of Acknowledger

Notary Public
Title or Rank

Date Commission Expires:



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