

ST. ARNOLD & STEARNS

CHARTERED
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.

James R. Stearns, Esq.

Kim L. Kaszuba, Esq.

Charles M. Phillips, Jr., Esq.
Of Counsel

February 2, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

300003131593--7
-02/10/00--01097--002
*****78.75 *****78.75

RE:

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for filing regarding the above-referenced matter. Also enclosed is our check in the amount of \$78.75 to cover the cost of the following services:

- | | |
|-----------------------------------------------------------------------------------|----------------|
| 1. Filing fee for corporation | \$35.00 |
| 2. Registered Agent Designation | \$35.00 |
| 3. One certified copy of the Articles of
Incorporation (not exceeding 8 pages) | \$ <u>8.75</u> |
| | \$78.75 |

If you have any questions, please do not hesitate to contact my office.

Sincerely,

Jack R. St. Arnold

JRS/sv

Enclosure

clients\jack\vangberg\rg&dgroup\sec-sta1.ltr

FILED
00 FEB 23 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN FEB 23 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 16, 2000

JACK R. ST. ARNOLD
ST. ARNOLD & STEARNS
1370 PINEHURST RD.
DUNEDIN, FL 34698

SUBJECT: R & D GROUP, INC.
Ref. Number: W00000004146

We have received your document for R & D GROUP, 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 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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 500A00007976

**ARTICLES OF INCORPORATION
OF
R & D GROUP INTERNATIONAL, INC.**

FILED
00 FEB 23 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be R & D GROUP INTERNATIONAL, INC.

ARTICLE II LOCATION

The location of this corporation shall be:

11505 Pyramid Drive
Odessa, FL 33556

ARTICLE III NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of 1.00 per share.

**ARTICLE V INITIAL
REGISTERED OFFICE
AND AGENT**

The street address of the initial registered office of this corporation is 1370 Pinehurst Road, Dunedin, FL 34698, and the name of the initial registered agent of this corporation at that address is Jack R. St. Arnold.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII DIRECTORS

The corporation shall have one (1) director initially. The names and street addresses of the initial members of the Board of Directors are:

Deborah Van Den Langenbergh
P.O. Box 848
Elfers, FL 34680

ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

PRESIDENT: Ray Van Den Langenbergh

VICE-PRESIDENT: Deborah Van Den Langenbergh

ARTICLE IX SUBSCRIBER

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

<u>Name</u>	<u>Address</u>	<u>No. Of Shares</u>
Ray Van Den Langenbergh	P.O. Box 848, Elfers, FL 34680	100
Deborah Van Den Langenbergh	P.O. Box 848, Elfers, FL 34680	100

ARTICLE X PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates.

ARTICLE XII AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

7th IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of February, 2000.



Deborah Van Den Langenbergh

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Articles of Incorporation were acknowledged before me this 7th day of February, 2000, by Deborah Van Den Langenbergh, who is personally known to me or who has produced FL DR LIC as identification and who did take an oath, and acknowledged to and before me that she has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

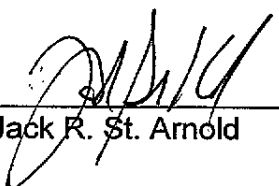
SIGN Teresa Keaton
PRINT Teresa Keaton
State of Florida at Large (Seal)
My Commission Expires:



Teresa Keaton
MY COMMISSION # CC574027 EXPIRES
July 31, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.



Jack R. St. Arnold

FILED
00 FEB 23 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA