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FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

ADMITTED IN
FLORIDA & ALABAMA

5365 E. COUNTY HIGHWAY 30-A, SUITE 105
SEAGROVE BEACH, FL 32459

PH: (850) 231-3465
FAX: (850) 231-3475

March 14, 2000

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*****78.75 *****78.75

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

America,
SUBJECT: RUST FREE ENTERPRISES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for the amount of \$78.75, Filing Fee and Certificate.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact me at 850-231-3465.

FROM: FRANKLIN H. WATSON, P.A.
4935 E. Highway 30-A
Suite 5
Seagrove Beach, FL 32459
Phone: 850-231-3465

FILED
00 MAR 29 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-1680
PH 3/20/2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 22, 2000

FRANKLIN H. WATSON, ESQ.
4935 E HWY 30-A, SUITE 5
SEAGROVE BEACH, FL 32459

SUBJECT: RUST FREE ENTERPRISES, INC.
Ref. Number: W00000007680

We have received your document for RUST FREE ENTERPRISES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 500A00015899

**ARTICLES OF INCORPORATION
OF
RUST FREE ENTERPRISES AMERICA, INC.**

FILED
00 MAR 29 AM 8:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: **Rust Free Enterprises America, Inc.**

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Corporate Purpose

This corporation is organized to transact any or all lawful business for which the corporation may be incorporated pursuant to Chapter 607, Florida Statutes, or any other applicable laws of the State of Florida.

ARTICLE IV

Principal Office/Mailing Address

The street address of the initial principal office is: **501 Beach Drive, Destin, FL 32541.**

ARTICLE V

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

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 thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VII

Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option.

If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **5365 E. County Highway 30-A, Suite 105, Seagrove Beach, FL 32459**; the name of the initial registered agent of this corporation at that address is: **Franklin H. Watson, P.A..**

ARTICLE IX

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws.

ARTICLE X

Initial Officers

The name and address of the President, Vice-President, Treasurer and Secretary of the corporation is:

**Bill Blass
501 Beach Drive
Destin, FL 32541**

The officers shall be elected by a majority vote of the directors.

ARTICLE XI
Incorporators

The name and address of the incorporator signing these Articles of Incorporation is:

Franklin H. Watson, P.A.
5365 E. County Highway 30-A, Suite 105
Seagrove Beach, FL 32459

ARTICLE XII
Action by Directors Without a Meeting

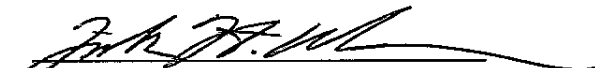
The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII
Amendment

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of March, 2000.

FRANKLIN H. WATSON, P.A.


Franklin H. Watson, President

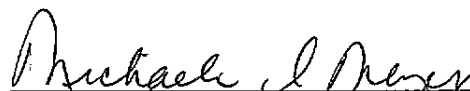
STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 28th day of March, 2000, by Franklin H. Watson as President of Franklin H. Watson, P.A., who is personally known to me.

WITNESS my hand and seal this 28th day of March, 2000.



Affix Seal


Name: Michael L Meyer
Notary Public
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

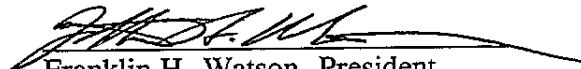
FILED
00 MAR 29 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That RUST FREE ENTERPRISES AMERICA, INC., with its principal place of business at 501 Beach Drive, Destin, FL 32541, has named FRANKLIN H. WATSON, P.A., located at 5365 E. County Highway 30-A, Suite 105, Seagrove Beach, FL 32459, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process 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 relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Date: 3/28/00


Franklin H. Watson, President