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POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32501-1831

October 2, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Tallahassee, Florida 32301

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-10/03/00--01035--015
*****78.75 *****78.75

RE: RTB OF PENSACOLA, INC.

Dear Ladies and Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above corporation. I would appreciate your filing the original Articles and returning a certified copy to me in the enclosed pre-addressed, self-stamped envelope. Our check in the amount of \$78.75 for the required filing fee is enclosed.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Charles L. Hoffman, Jr.

CLHJr./cap
Enclosures

10-5

**ARTICLES OF INCORPORATION
OF
RTB OF PENSACOLA, INC.**

FILED
00 OCT -3 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be RTB of Pensacola, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to share of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

3094 Marcus Pointe Blvd.
Pensacola, FL 32505

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Kathleen M. Baril
3094 Marcus Pointe Blvd.
Pensacola, FL 32505

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS

The name of the initial director of this corporation and her street address is:

Kathleen M. Baril
3094 Marcus Points Blvd.
Pensacola, FL 32505

The person named as initial director shall hold office for the first year of existence of this corporation or until her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. INCORPORATOR

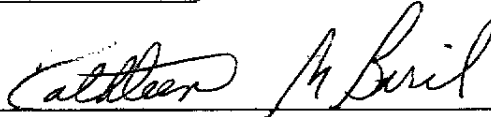
The name and address of the incorporator of this corporation is:

Kathleen M. Baril
3094 Marcus Pointe Blvd.
Pensacola, FL 32505

ARTICLE XII. 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 2nd day of October, 2000.

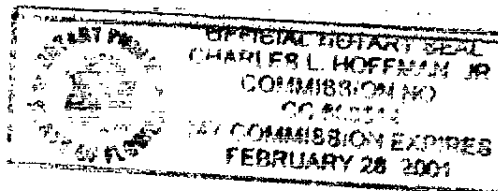

Kathleen M. Baril

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me by **Kathleen M. Baril** who is personally known to me or who produced _____ as identification on this 2nd day of October, 2000.


NOTARY PUBLIC
Printed Name:
Commission Expiration Date: 2/28/01

Notary Stamp



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RTB of Pensacola, Inc. at the place designated in the Articles of Incorporation, Kathleen M. Baril agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 10-2-00


Kathleen M. Baril

FILED
00 OCT -3 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA