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ROBERT A. SANDOW

ATTORNEY AT LAW
110 NORTH OHIO AVENUE
LIVE OAK, FLORIDA 32064

October 4, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

IN RE: Articles of Incorporation for
RLC & Sons, Inc.

FILED
00 OCT -9 PM 3:55
POST OFFICE BOX 860
TELEPHONE 904-364-5358
TALLAHASSEE, FLORIDA 32301-0860

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-10/09/00--01069--010
*****70.00 *****70.00

Gentlemen:

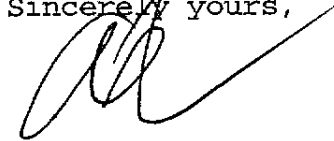
I am enclosing herewith the Articles of Incorporation for the above-captioned corporation, together with the Designation of Registered Agent regarding the same.

I would appreciate your processing these papers in your usual manner. I am also enclosing our check in the amount of \$70.00 to cover the filing fee, and Registered Agent Designation.

Upon filing, please return to us a copy of the Articles of Incorporation and your official receipt.

Thanking you for your courtesies in this matter, I remain

Sincerely yours,



Robert A. Sandow

Enclosures: a/s

10-9

ARTICLES OF INCORPORATION
OF
RLC & SONS, INC.

ARTICLE I.

The name of this Corporation shall be RLC & SONS, INC..

ARTICLE II.

This Corporation shall have perpetual existence.

ARTICLE III.

This Corporation shall be authorized and empowered to engage in any lawful activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV.

The aggregate number of shares which this Corporation shall have authority to issue shall be One Hundred (100) shares of common stock, each share having a par value of One & No/100 Dollar (\$1.00).

ARTICLE V.

This Corporation shall be authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons, and all such stock shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE VI.

The street address of the initial registered office of this Corporation shall be 14558 52nd Trail, Live Oak, Florida 32060, and the name and address of the initial Registered Agent shall be RALPH LINTON CARROLL, 14558 52nd Trail, Live Oak, Florida 32060.

ARTICLE VII.

The affairs of this Corporation shall be managed by a Board of Directors. The day-to-day operations of this Corporation shall be entrusted to the Officers of this Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE VIII.

This Corporation shall have one Director initially. The number of Directors may be increased or diminished as provided by the by-laws adopted by the shareholders of this Corporation, provided however, the number of authorized Directors shall never be less than one (1).

ARTICLE IX.

The name and street address of each initial director of this Corporation is as follows: RALPH LINTON CARROLL, 14558 52nd Trial, Live Oak, Florida 32060.

ARTICLE X.

This Corporation shall have the following Officers: President, Vice-President Secretary and Treasurer. The Board of Directors may create any other office to assist in the operation of the Corporation, and, the Board of Directors may abolish any office of this Corporation except for the offices of President and Secretary, which shall never be abolished.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every proposed Amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII.

The name and street address of the Incorporator of this Corporation is as follows: RALPH LINTON CARROLL, 14558 52nd Trial, Live Oak, Florida 32060.

IN WITNESS WHEREOF, the Incorporator and subscriber to these Articles of Incorporation has subscribed these presents this ____ day of October, 2000.

 (SEAL)
RALPH LINTON CARROLL

STATE OF FLORIDA
COUNTY OF SUWANNEE

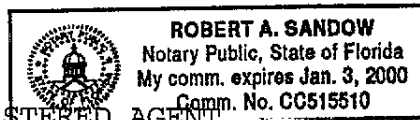
PERSONALLY APPEARED before the undersigned officer duly authorized to administer oaths and take acknowledgments, RALPH LINTON CARROLL, who acknowledged before me the execution of the foregoing Articles of Incorporation, and who, after being duly sworn by me, says and deposes that contents thereof are true and correct.

 (SEAL)
RALPH LINTON CARROLL

SWORN TO AND SUBSCRIBED before me this 6th day of
October, 2000.

(SEAL)



Notary Public



DESIGNATION OF REGISTERED AGENT
OF
RLC & SONS, INC.

Pursuant to, and in compliance with Section 48.091, Florida Statutes, the above-named Corporation submits the following:

That the above-named Corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in its Articles of Incorporation, being located at 14558 52nd Trail, Live Oak, Florida 32060, County of Suwannee, State of Florida, does hereby designate ROBERT A. SANDOW, as its agent to accept service of process within the State of Florida.

 (SEAL)
RALPH LINTON CARROLL
Office: 14558 52nd Trail
Live Oak, Florida 32060
Date: October 4, 2000

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation, at the address designated in this Certificate, I do hereby accept such designation, and I agree to act in such capacity, and I further agree to comply with the provisions of Florida law with regard to keeping open said office.


_____(SEAL)
ROBERT A. SANDOW

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TALLAHASSEE, FLORIDA