POLOGOODAZZ / SHELLEY & HOLLAND Z /

Counsellors at Law

Walter A. Shelley (1907-1981) W. Denis Shelley Robert M. Holland

313 SOUTH PALMETTO AVENUE DAYTONA BEACH, FLORIDA 32114 Tel (904) 252-2531 Fax (904) 258-0392

Wills & Trusts Estate Admin. Real Property Business Law

December 21, 2000

Department of State Division of Corporations 409 E. Gaines St. Tallahassee, Florida 32399

Re: Articles of Incorporation for RSR WORLDWIDE, INC.

Dear Sirs:

Please find our check in the amount of \$78.75 to cover the following fees and charges for the enclosed Articles of Incorporation and Designation:

Filing Fee \$ 35.00 Designation \$ 35.00 Certified Copy \$ 8.75

A copy is also enclosed for certifying. Thank you for your assistance in this matter.

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Very truly yours

OBERT M HOLLAND

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ARTICLES OF INCORPORATION OF RSR WORLDWIDE, INC.

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SECRETARY OF STATE
TALLAHASSEE. FLORIDA

ARTICLE I. NAME

The name of the Corporation is RSR WORLDWIDE, INC.. The principal place of business of this Corporation shall be 221 Fentress Blvd., Daytona Beach, FL 32114.

ARTICLE II. PURPOSE

This 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 III. CAPITAL STOCK

This Corporation is authorized to issue **one thousand (1000)** shares of common stock having no par value, which shall be designated "common shares".

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 295 Coquina Avenue, Ormond Beach, FL 32174 and the name of the initial registered agent of this Corporation at that address is RICHARD SCHWARZ.

01-01-01

ARTICLE V. TERM OF EXISTENCE

The Corporate existence of this Corporation shall be perpetual, commencing on 1st day of January, 2001.

ARTICLE VI. INITIAL OFFICERS AND DIRECTORS

This Corporation shall have three (3) directors initially. The names and addresses of the initial officers and directors of this Corporation are as follows:

RICHARD SCHWARZ

Director/President

295 Coquina Avenue, Ormond Beach, FL 32174

STEPHANIE L SCHWARZ

Director/Sec./Treas.

295 Coquina Avenue, Ormond Beach, FL 32174

RALPH SCHWARZ

Director

1 John Anderson #703, Ormond Beach, FL 32176

ARTICLE VII. INCORPORATORS

The names and addresses of the initial incorporators to these Articles of Incorporation are as follows:

RICHARD SCHWARZ

295 Coquina Avenue, Ormond Beach, FL 32174

STEPHANIE L SCHWARZ

295 Coquina Avenue, Ormond Beach, FL 32174

ARTICLE VIII. AMENDMENT

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

In witness whereof the undersigned Incorporator has executed these Articles of Incorporation this 4th day of December, 2000.

RICHARD SCHWARZ

STEPHANIE L SCHWARZ

STATE OF FLORIDA COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this day of **December**, 2000, by RICHARD SCHWARZ and STEPHANIE L SCHWARZ who [X] are personally known to me, or [] who have produced a driver's license as identification.

Notary Public, State of Florida My Commission expires:



ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles and I hereby accept the appointment as Registered Agent and agree to act in this capacity I further agree to comply with the provision of Florida Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: December 26, 2000

RICHARD SCHWARZ

Resident Agent

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SECRETARY OF STATE