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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 978950 81599A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

01 JAN 26 PM 1:14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : January 26, 2001

ORDER TIME : 10:43 AM

ORDER NO. : 978950-005

CUSTOMER NO: 81599A

600003582266--1

CUSTOMER: Marc P. Ossinsky, Esq
Ossinsky & Cathcart, P.a.

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: R&T STUDIOS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JAN 26 AM 11:25

RECEIVED

1/26/01

EFFECTIVE DATE

01/25/01

ARTICLES OF INCORPORATION

OF

R & T STUDIOS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

R & T Studios, Inc.
215 Pineda Avenue, Suite 137, Longwood, Florida 32750

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 210 N. Wymore Road, Winter Park, Florida 32789, and the name of its initial Registered Agent at that address is Marc P. Ossinsky, Esquire.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Robb J. Miller	514 Cavalier Avenue Deltona, Florida 32725
Thomas G. Flanders	1220 West 1st Street Orange City, Florida 32763

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Robb J. Miller	514 Cavalier Avenue Deltona, Florida 32725
Thomas G. Flanders	1220 West 1st Street Orange City, Florida 32763

Article 8. Amendment. The 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.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Robb J. Miller	450
Thomas G. Flanders	450
David Ahlberg	50

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

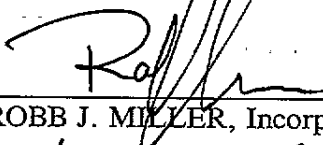
Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this

right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is January 25, 2001.

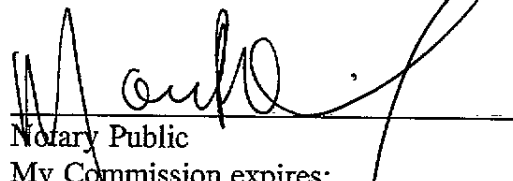
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 25th day of January, 2001.

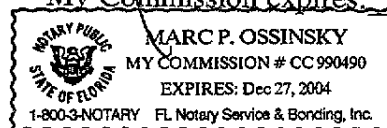

ROBB J. MILLER, Incorporator


THOMAS G. FLANDERS, Incorporator

STATE OF FLORIDA)
 ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 25 day of January, 2001, by ROBB J. MILLER and THOMAS G. FLANDERS, of R & T STUDIOS, INC., a corporation, on behalf of the corporation, who are personally known or produced _____ as identification.


Notary Public
My Commission expires: _____



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

R & T STUDIOS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 215 Pineda Avenue, Suite #137, Longwood, Florida 32750 has named Marc P. Ossinsky, Esquire, located at 210 N. Wymore Road, Winter Park, Florida 32789, as its agent to accept service of process within Florida.


ROBB J. MILLER

Incorporator

Title: President

1-25-2001
Date


THOMAS G. FLANDERS

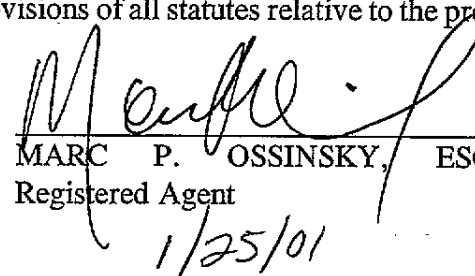
Incorporator

Title: Vice President/Secretary

1-25-2001
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


MARC P. OSSINSKY, ESQUIRE,
Registered Agent

1/25/01
Date