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FILED

01 APR 25 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 20, 2001

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-04/25/01--01076--006
280.00 **70.00

RE: Corporation Filings

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation for the following Corporations:

Tom's Tile & Marble, Inc.
R & S Merchandising, Inc.
C-R Glass Lamination, Inc.
SPHeene, Inc.

Also enclosed is a check in the amount of \$280.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,

Langdon Accounting & Tax Service, Inc.
Attn: Dr. Allen E. Langdon
P.O. Box 850
Osprey, FL 34229-0850

CR416

**ARTICLES OF INCORPORATION
OF
R & S Merchandising, Inc.**

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ARTICLE 1. - NAME

The name of the Corporation is R & S Merchandising, Inc..

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the Corporation shall initially be at 936 Delaney Circle, #107, Brandon, Florida 33511. The Corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the Corporation shall be P.O. Box 850, Osprey, Florida 33511. The Corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - POWERS

This Corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 6. - SHARES [CAPITAL STOCK]

This Corporation is authorized to issue 1,000 Shares of Voting Common Stock with a Par Value of \$1.00 per Share.

ARTICLE 7. - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

The holders of the common stock of the Corporation shall have the preemptive right to purchase, upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the

first shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 125 First Avenue, Nokomis, FL 34275, and in the name of the initial registered agent of this Corporation at that address is Allen E. Langdon.

ARTICLE 9. - INITIAL BOARD OF DIRECTORS

The Corporation shall have Two (2) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Stephen A. Black
Colleen R. Werking
P.O. Box 850
Osprey, Florida 34229-0850

ARTICLE 10. - INCORPORATOR

The name and address of the Incorporator is:

Stephen A. Black
P.O. Box 850
Osprey, Florida 34229-0850

ARTICLE 11. - CUMULATIVE VOTING

All Shareholders are entitled to a cumulate their votes for Directors.

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of candidates.

ARTICLE 12. - INDEMNIFICATION

All Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees reasonable incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE 13. - AMENDMENT

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

The undersigned Incorporator has executed these Articles of Incorporation of this 4th day of April, 2001.



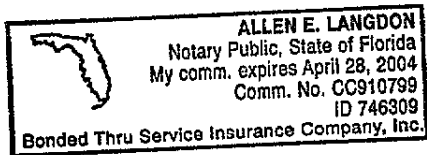
Stephen A. Black

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4th day of April, 2001, by Stephen A. Black, described as the Incorporator, who is personally known to me or who has produced a Driver's License as identification, and who did take an oath.

My Commission Expires: 04/28/2004



Allen E. Langdon

Notary Public

Printed Name: Allen E. Langdon

Commission No: CC 910799

ID No: 746309

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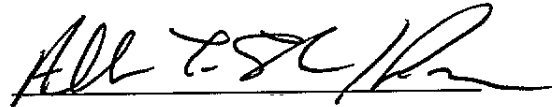
**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
R & S Merchandising, Inc.**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Having been named to accept Service of Process for the above stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties.

DATED this 4th day of April, 2001

By:



Allen E. Langdon

Registered Agent