

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

BRADEN K. BALL, JR.
ROLLIN D. DAVIS, JR.
Board Certified Real Estate Lawyer
MAUREEN DUTIGNAN
Board Certified Civil Trial Lawyer
Also Licensed in New York
FLETCHER FLEMING
MILLER L. FRETLAND
THOMAS J. GILLIAM, JR.
PAUL W. GROOM II
CHARLES L. HOFFMAN, JR.
DANNY L. KEPNER
Board Certified Civil Trial Lawyer
M. J. MENGE
ROBERT C. PALMER, III
Board Certified Civil Trial Lawyer
STEPHEN B. SHELL
Board Certified Real Estate Lawyer
THURSTON A. SHELL
JOHN B. TRAWICK
SUSAN A. WOOLF

JOHN B. TRAWICK

TELEPHONE • (850) 434-2411
FACSIMILE • (850) 435-1074

E-MAIL • jtrawick@shellfleming.com

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32501

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

April 25, 2001

PO1000043652

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of **RWV ENTERPRISES, INC.** Please file these Articles in your office and provide us with a certified copy of the Articles. This firm's check for \$78.75 is enclosed for the required filing fee.

Thank you for your assistance.

400004091684--9
-04/30/01--01099--003
*****78.75 *****78.75

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE

John B. Trawick

JBT/cpm
Enclosure

FILED
01 APR 30 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY - 1 2001

le

ARTICLES OF INCORPORATION

OF

RWV ENTERPRISES, INC.

FILED

01 APR 30 PM 2:38

**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 RWV Enterprises, 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 one thousand (1,000) 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:

3691 Avalon Boulevard
Milton, Florida 32583

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:

Richard Vallauri
3691 Avalon Boulevard
Milton, Florida 32583

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 his street address is:

Richard Vallauri
3994 Spanish Moss Cove
Gulf Breeze FL 32561

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

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation; and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representative, heirs,

devisees, legatees, pledgees assignees, receiver in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchase. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchase, the secretary of the corporation shall mail a written notice to all of the remaining stockholders by certified mail, return-receipt requested advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with in desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchase as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI. INDEMNIFICATION

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

ARTICLE XII. INCORPORATOR

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

Richard Vallauri
3994 Spanish Moss Cove
Gulf Breeze FL 32561

ARTICLE XIII. 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.

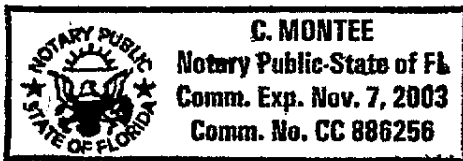
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 25th day of April, 2001.



RICHARD VALLAURI

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me by Richard Vallauri who is personally known to me ~~or who produced~~ n/a ~~as~~ ~~identification~~ on this 25th day of April, 2001.





Signature of Notary Public

Print, type, or stamp commissioned
name of Notary Public, commission
number and expiration date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RWV Enterprises, Inc., at the place designated in the Articles of Incorporation, Richard Vallauri agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 4-25-01


RICHARD VALLAURI

FILED
01 APR 30 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"This is certified to be a true and correct
copy of the original document.

C. Montee "
4/25/01

