

P01000079824

SPIRA, BOYD, BEADLE & MCGARRELL, L.L.C.

Attorneys & Counselors at Law

Jack B. Spira
Joel E. Boyd
James P. Beadle
Thomas P. McGarrell

Melbourne/Palm Bay Office:

5205 Babcock Street, NE
Palm Bay, Florida 32905
Telephone: (321) 725-5000
Facsimile: (321) 724-6008

Please Reply To:

Melbourne/Palm Bay

August 6, 2001

Suntree/Viera Office:

6767 N. Wickham Road, Suite 306
Melbourne, Florida 32940
Telephone: (321) 751-6030
Facsimile: (321) 751-6035

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
8-2-01

Re: R/C CONCEPTS, INC.

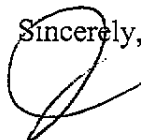
700004527087--6
-08/09/01--01053--010
*****78.75 *****78.75

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced company along with a check in the amount of \$78.75 to cover the filing fee and one certified copy of the Articles. I am also providing a self-addressed, stamped envelope for your use in forwarding the certified copy requested.

Thank you for your assistance in this matter.

Sincerely,



JACK B. SPIRA

JBS/ses
Encls.

JACK B. SPIRA, ESQ.
SPIRA, BOYD, BEADLE & MCGARRELL, PA
5205 BABCOCK ST., NE
PALM BAY, FL 32905

FILED
01 AUG -9 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-14-01
WC

**ARTICLES OF INCORPORATION
OF
R/C CONCEPTS, INC.**

FILED
01 AUG -9 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, subscriber to these Articles of Incorporation, a natural person, competent to contract, join together to form a corporation under the laws of the State of Florida; and further agree to the following conditions of said corporation.

ARTICLE I - NAME

The name of this corporation is: R/C CONCEPTS, INC.

EFFECTIVE DATE
8-2-01

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 4270 Dow Road, #204, Melbourne, Florida 32934.

The name and address of the initial registered agent of this corporation is: Florecil Telebrico, 4270 Dow Road, #204, Melbourne, Florida 32934.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Florecil Telebrico	4270 Dow Road, #204 Melbourne, Florida 32934
Abner Telebrico	4270 Dow Road, #204 Melbourne, Florida 32934

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Florecil Telebrico	4270 Dow Road, #204 Melbourne, FL 32934

ARTICLE IX

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	Flore Cil Telebrico
Vice President	-	Abner Telebrico
Treasurer	-	Abner Telebrico
Secretary	-	Abner Telebrico

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE X - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed the Articles of Incorporation, this 2nd day of AUGUST, 2001.

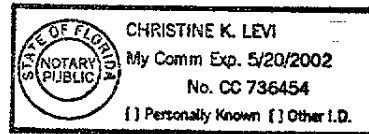

Florecil Telebrico

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, Florecil Telebrico, who is personally known to me to be the persons described in and executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2nd day of August, 2001.

Christine K. Levi
NOTARY PUBLIC



DESIGNATION OF REGISTERED AGENT

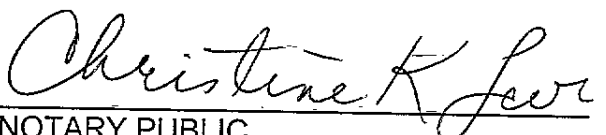
I HEREBY ACCEPT the designation as Registered Agent of this corporation.

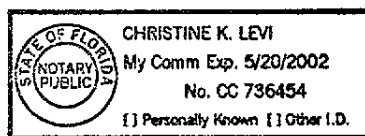

Florecil Telebrico

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, Florecil Telebrico, who presented Florida Driver's License as identification and executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2nd day of AUGUST, 2001.


NOTARY PUBLIC



FILED
01 AUG -9 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA