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August 7, 2001

FILED
AUG 10 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-08/10/01--01049--015
*****78.75 *****78.75

Re: RBF Holdings, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation.
Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$78.75, to cover the following costs:

| | | |
|----|---------------------------------|----------------|
| 1. | Filing fee | \$35.00 |
| 2. | Designation of Registered Agent | 35.00 |
| 3. | Certified copy of Charter | <u>8.75</u> |
| | Total | \$78.75 |

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/er
Enclosures

cc: RBF Holdings, Inc.

20-GEN-2038

8-15-01
KCC

**ARTICLES OF INCORPORATION
OF
RBF HOLDINGS, INC.**

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: RBF Holdings, Inc.

ARTICLE 2

Principal Address / Mailing Address

The principal address of this corporation is 6485 - 31st Avenue North, St. Petersburg, Florida 33710; and the mailing address is Post Office Box 47323, St. Petersburg, Florida 33743.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6485 - 32nd Avenue North, St. Petersburg, Florida 33710 and the name of the initial registered agent of this corporation at that address is Glenn Curtis Willocks.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles are:

Glenn Curtis Willocks
6485 - 31st Avenue North
St. Petersburg, Florida 33710

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TALLAHASSEE, FLORIDA

ARTICLE 6

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Glenn Curtis Willocks
6485 - 31st Avenue North
St. Petersburg, Florida 33710

James Steven Willocks
2722 Woodruff Road
Boonville, North Carolina 27011

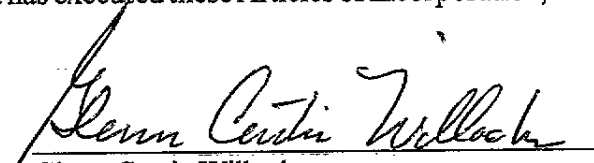
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 7th day of August, 2001.

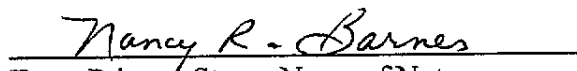

Glenn Curtis Willocks

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 7th day of August, 2001 by Glenn Curtis Willocks.

SEAL

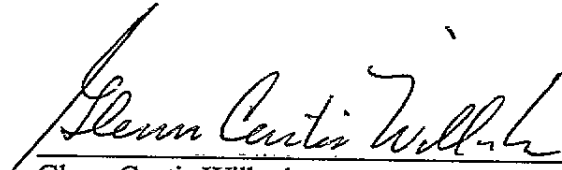



Type, Print or Stamp Name of Notary

Personally known X
or Produced Identification _____
Type of Identification Produced _____

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.



Glenn Curtis Willocks
6485 - 31st Avenue North
St. Petersburg, Florida 33710

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20-GEN-2037