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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CLEM, POLACKWICH & VOCELLE
Account Number : I19990000089
Phone : (561) 562-8111
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FLORIDA PROFIT CORPORATION OR P.A.

R & R Properties and Investments, Inc.

Certificate of Status	1
Certified Copy	0
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01 AUG 23 AM 9:35
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RF PROPERTIES & DEVELOPMENT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

RF PROPERTIES & DEVELOPMENT, INC.

The principal place of business of this corporation shall be 664 Old Dixie Highway, Vero Beach, Florida 32962, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3333 20th Street, Vero Beach, Florida 32960, and the name of the initial registered agent of the corporation at that address is Paul R. Berg.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the share-holder(s) so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

Ron Foulks - President, Director
664 Old Dixie Highway
Vero Beach, Florida 34962


Rosalyn Foulks - Vice President/Director
664 Old Dixie Highway
Vero Beach, Florida 34962

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are
as follows:

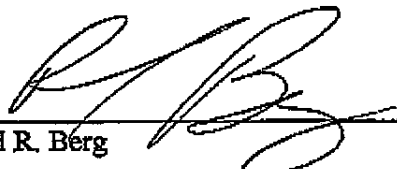
Paul R. Berg
Clem, Polackwich, Vocelle & Berg
3333 20th Street
Vero Beach, FL 32960

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 21st day of August, 2001.


Paul R. Berg

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Paul R. Berg, 3333 20th Street, Vero Beach, Florida 32960, which is the same address
as set forth in Article IV hereof, having been designated as the Registered Agent in the above and
foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent
under Section 607.0505, Florida Statutes.


Paul R. Berg

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