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LAW OFFICES

Allgood & Misemer, P.A.

FILED

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SAM Y. ALLGOOD, JR.

SECRETARY OF STATE
KENNETH R. MISEMER
TALLAHASSEE, FLORIDA

August 27, 2001

Office of the Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-09/04/01--01110--008
*****78.75 *****78.75

Re: Proposed Articles of Incorporation of
RUSTY, INC.

Dear Sir:

Enclosed find original and duplicate of Articles of Incorporation of the above-named corporation, together with our check in the amount of \$78.75 to cover the following costs:

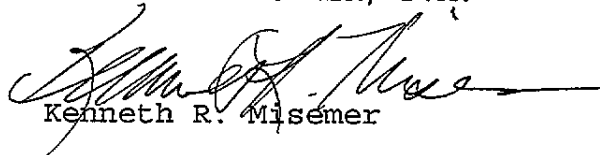
Filing fee	\$ 35.00
Certified copy of Articles (copy furnished)	\$ 8.75
Registered Agent fee	\$ 35.00
	\$ 78.75

Please certify and return the duplicate Articles of Incorporation, if approved.

Thank you for your prompt attention.

Yours truly,

ALLGOOD & MISEMER, P.A.


Kenneth R. Misemer

KRM/es
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RUSTY, INC.

The undersigned, acting as incorporator of a corporation under the Florida general corporations act, adopts the following Articles of Incorporation for that corporation.

1. NAME: The name of this corporation is RUSTY, INC.
2. DURATION: The period of its duration is perpetual.
3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. CAPITAL STOCK: The corporation is authorized to issue 1000 shares, all of one class, at \$1.00 par value.
5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered office and agent of this corporation are:

Gary Russell Hammes
6203 Fjord Way
New Port Richey, FL 34652
6. INITIAL BOARD OF DIRECTORS: This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by an amendment of the bylaws, but shall never be less than one.

The name and address of the initial directors of this corporation are:

Gary Russell Hammes
6203 Fjord Way
New Port Richey, FL 34652

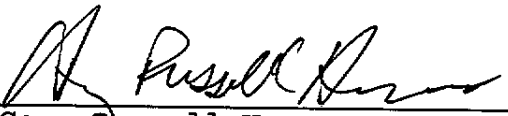
7. INCORPORATOR: The name and address of the incorporator signing these Articles of Incorporation are:

Gary Russell Hammes
6203 Fjord Way
New Port Richey, FL 34652

8. PRINCIPAL OFFICE: The street and mailing address of the principal office of the corporation, if known, are:

6203 Fjord Way
New Port Richey, FL 34652

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of AUGUST, 2001.



Gary Russell Hammes
Incorporator

STATE OF FLORIDA

COUNTY OF PASCO

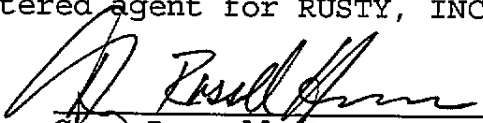
The foregoing instrument was acknowledged before me this _____ day of _____, 2001, by GARY RUSSELL HAMMES as incorporator for RUSTY, INC., a Florida corporation, who is personally known to me or produced _____ as identification.

Notary Public

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for RUSTY, INC.



Gary Russell Hammes
Registered Agent