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F. G. EDGAR OCT 3 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 2, 2001

KALISH & WARD

SUBJECT: EDGAR, INC.  
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ARTICLES OF INCORPORATION  
OF  
RG EDGAR, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE 1  
NAME

The name of this corporation shall be: RG Edgar, Inc.

ARTICLE 2  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

1104 Deer Run Place  
Valrico, Florida 33594

ARTICLE 3  
CAPITAL STOCK

1. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be 10,000 shares of common stock, par value \$.01 per share (the "Common Stock").
2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.
3. Dividends. Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

Prepared and filed by:  
Linda H. DuPuis, Esq.  
Kalish & Ward, P.A.  
101 E. Kennedy Blvd., Ste. 4100  
Tampa, FL 33602  
Tel No.: (813) 222-8700  
Fax No.: (813) 222-8701

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PAGE 2

**ARTICLE 4**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 1104 Deer Run Place, Valrico, Florida 33594 and the initial registered agent of this corporation at such office shall be Roy G. Edgar. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE 5**  
**BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE 6**  
**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall consist of one (2) members, such member to hold office until his or her successors have been duly elected and qualify. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Roy G. Edgar	1104 Deer Run Place Valrico, Florida 33594
Mary N. Edgar	1104 Deer Run Place Valrico, Florida 33594

**ARTICLE 7**  
**INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Roy G. Edgar	1104 Deer Run Place Valrico, Florida 33594

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PAGE 3

**ARTICLE 8**  
**PURPOSES AND DURATION**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

**ARTICLE 9**  
**BYLAWS**

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

**ARTICLE 10**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

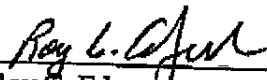
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE 11**  
**AFFILIATED TRANSACTIONS**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 2<sup>nd</sup> day of October, 2001.

  
\_\_\_\_\_  
Roy G. Edgar

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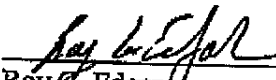
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PAGE 4

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, ROY G. EDGAR, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 9<sup>th</sup> day of October, 2001.

  
Roy G. Edgar

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