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Brian B. Hart
7178 Trysail Circle
Tampa, FL 33607
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FILED
01 OCT 29 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 22, 2001

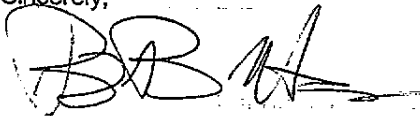
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

This letter is regarding **RJDB Group, Inc.**, a new Florida corporation I am filing for.

Enclosed please find two (2) Articles of Incorporation for the new corporation: the original, and a copy. I've included a check for \$78.75 to cover the filing fee, registered agent designation, and a certified copy.

Sincerely,



Brian B. Hart

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B. BROWN OCT 31 2001 ✓

**ARTICLES OF INCORPORATION
OF
RJDB GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of RJDB Group, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

RJDB Group, Inc.

ARTICLE II. DURATION

This corporation shall have a perpetual existence.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on October 21, 2001.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To engage in every aspect and phase of the business of real property investment and to engage in every aspect and phase of related businesses; and
- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 4532 W. Kennedy, Suite #441, Tampa, FL 33609-2042.

ARTICLE VI. DIRECTORS

The corporation shall have four directors initially. The number of directors may be either increased or decreased from time to time, as provided by the bylaws. The initial directors shall be:

<u>Name</u>	<u>Address</u>
Julio Brea, Jr.	PO Box 262781, Tampa, FL 33685
Brian Hart	7178 Trysail Circle, Tampa, FL 33607
Robert Morris	6699 298 th Ave N., Clearwater, FL 33761
David Rhodes	4141 Bayshore Blvd., Unit 804, Tampa, FL 33611

ARTICLE VII. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 200,000 shares of common stock, having no par value. The consideration to be paid for each share shall be fixed by the Board of Directors and may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract, with a value, in the judgment of the Board of Directors, that is adequate.

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation shall provide 30 calendar days' advance written notice to each holder of common stock before the issuance of any of the following (the "New Securities"), whether or not currently authorized:

- a. any shares of voting or nonvoting capital stock;
- b. any rights, options, or warrants to acquire capital stock; and
- c. any notes, debentures, or other debt securities that are convertible into equity securities.

That notice will be effective when received, if it is delivered personally or by telex, telecopy, telegram, or commercial courier, or on the third day after it is postmarked by the United States Postal Service, if it delivered by first class, postage prepaid United States mail. A holder of common stock waives his right to purchase any New Securities proposed to be issued by the corporation unless he exercises that right and pays for the

New Securities within 30 calendar days after the effective date of the corporation's written notice of the proposed issuance. Each holder of common stock shall have the first preemptive right (subject to adjustments to avoid the issuance of fractional shares) to purchase any New Securities for the consideration set by the corporation's board of directors and in the ratio that the respective amounts of New Securities, on a fully diluted basis, held by them on the effective date of the corporation's notice of issuance of such New Securities bears to the total number of shares of common stock outstanding, on a fully diluted basis. Each holder of common stock has the right of over allotment, so that, if a holder does not purchase his pro rata interest in the New Securities, the other purchasing holders may purchase their respective pro rata interests in that portion of the New Securities that were not purchased. A holder of securities other than common stock does not have, solely because of any statute or his ownership of other securities of the corporation, a right to purchase any New Securities proposed to be issued by the corporation. The foregoing preemptive rights apply to all issuances of New Securities, including without limitation, the following:

- a. securities issued as compensation to agents, officers, directors, and employees of the corporation or its affiliates or subsidiaries;
- b. securities issued to satisfy conversion or option rights created to provide compensation to agents, officers, directors, or employees of the corporation or its affiliates or subsidiaries;
- c. shares authorized in these articles of incorporation that are issued within six months from the effective date of incorporation; and
- d. securities sold for other than cash consideration.

Notwithstanding the foregoing, a public offering of the common stock is excluded from the foregoing preemptive right of first refusal. The corporation may issue New Securities that are not acquired by holders of common stock to any person during a period of 90 calendar days after such New Securities have been offered to the holders of common stock at a consideration set by the board of directors that is equal to or exceeds the consideration set for the exercise of the foregoing preemptive rights. Any offer received by the corporation at a lower consideration or after the expiration of the 90-day period referenced above shall again be subjected to the preemptive rights described in this article.

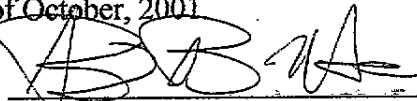
ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 7178 Trysail Circle, Tampa, FL 33607, and the name of the corporation's initial registered agent at that address is Brian Hart.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
this 19th day of October, 2001

(SIGNED)



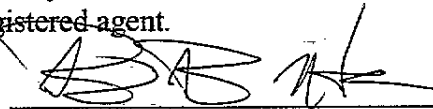
(DATE)

10/21/01

BRIAN HART, as Incorporator

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as 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.

(SIGNED)



(DATE)

10/21/2001

BRIAN HART, as Registered Agent