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ACCOUNT NO. : 072100000032

REFERENCE : 508397 11216A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 21, 2001

ORDER TIME : 2:24 PM

ORDER NO. : 508397-005

CUSTOMER NO: 11216A

CUSTOMER: Fred B. Share, Esq
Fred B. Share, P.a.

1092 Ridgewood Avenue

Holly Hill, FL 32117

FILED
01 DEC 21 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100004736431--9

-12/26/01--01003--008

*****78.75 *****78.75

DOMESTIC FILING

NAME: RALLY POINT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

RECEIVED
01 DEC 21 PM 3:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PS 12/21/01

FRED B. SHARE, Attorney at Law

1092 Ridgewood Ave., Holly Hill, FL 32117

REPLY TO:

**P. O. Box 250784
Holly Hill, FL 32125-0784**

**PHONE (904) 253-1030
FAX (904) 248-2425**

December 20, 2001

**Florida Department of State
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314**

Attention: Division of Corporations

Re: RALLY POINT, INC.

Dear Sir/Madam:

In connection with the above-referenced corporation enclosed please find the original Articles of Incorporation together with my check in the amount of \$78.75 representing the filing fee and taxes.

After filing, please certify the enclosed copy of the articles and return the same together with the certificate of incorporation to the undersigned at the above address.

Thank you for your assistance and cooperation in this matter.

Very truly yours,

Fred B. Share

**FBS/bkn
Enclosures**

ARTICLES OF INCORPORATION

OF

RALLY POINT, INC.

FILED

01 DEC 21 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purposes of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

RALLY POINT, INC.

and it shall hereinafter be referred to as the "corporation".

ARTICLE II

The date and time on which corporate existence of this corporation shall begin is 12:01 a.m. (Eastern Standard Time) on the date of filing of these articles and the corporation shall have a continuous and perpetual existence thereafter.

ARTICLE III

The general purposes for which the corporation is initially organized are the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (2001), as amended.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is: 500. These shares shall consist of one class only, and such class shall be known as "common stock" of the corporation. Each share shall have a par value of \$.20 per share.

ARTICLE V

The street address of the initial principal and registered office shall be 144 Ridgewood Avenue, Holly Hill, FL 32117. The name of the initial registered agent shall be: GARY KYLE HASSELL. To signify acceptance of appointment as registered agent, the registered agent named in this article has signed these articles as required by law.

ARTICLE VI

The number of directors who shall constitute the initial Board of Directors of the corporation shall be two (2). The name and street address of the person who is to serve as the member of the initial Board of Directors of the corporation are: GARY KYLE HASSELL, 144 Ridgewood Avenue, Holly Hill, FL 32117; CHARLES ALAN CLAYTON, 2885 Fleming Road, Greensboro, NC 27410.

ARTICLE VII

The names and street addresses of the incorporators of the corporation is: GARY KYLE HASSELL, 144 Ridgewood Avenue, Holly Hill, FL 32117.

IN WITNESS WHEREOF, the undersigned incorporators, who are natural persons and who are competent to contract under the laws of Florida, by these presents do hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

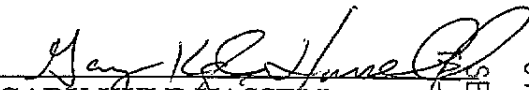
RALLY POINT, INC.

and he requests that the Department of State file these Articles, as of the date and time indicated in Article II hereof, in accordance with Chapter 607, Florida Statutes; accordingly,

the undersigned incorporators do hereunto set his hand and seal at Holly Hill, Volusia County, Florida, this 20th day of December, 2001.


GARY KYLE HASSELL

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


GARY KYLE HASSELL
As Registered Agent

01 DEC 21 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


FILED

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of RALLY POINT, INC. were acknowledged before me by GARY KYLE HASSELL, who are personally known to me or who presented for identification this 20th day of December, 2001.



Billie K. Moore
MY COMMISSION # CC976902 EXPIRES
November 2, 2004
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
State of Florida at Large

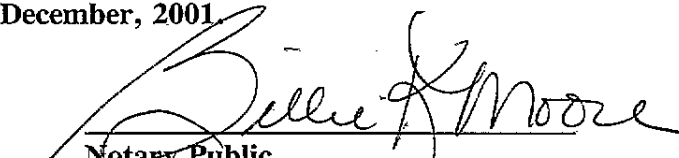
My commission expires:

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Acceptance of Designation of Registered Agent of RALLY POINT, INC. was acknowledged before me by GARY KYLE HASSELL, as Registered Agent, who is personally known to me this 20th day of December, 2001.



Billie K. Moore
MY COMMISSION # CC976902 EXPIRES
November 2, 2004
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
State of Florida at Large

My commission expires: