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Bill Rogers
George E. Fahrenkopf
Administrative Assistants

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

RE: RC Villa Mart, Inc.

Dear Sir or Madam:

I am enclosing the original and one copy for certification of the Articles of Incorporation for the proposed Florida corporation referred to above to be effective on December 18, 2001. Also enclosed is a check for the following fees:

New Corporation filing fee	\$ 35.00
Registered agent fee	35.00
Certified copy of Articles	<u>8.75</u>
Total	\$ 78.75

Please file these Articles of Incorporation and forward the certified copy to me for our corporate records.

Sincerely,



cc: Roger F. Kinsler

December 18, 2001

EFFECTIVE DATE

12-18-01

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-12/26/01 01089-005

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

FILED
DEC 26 AM 9:02
DIVISION OF STATE
TALLAHASSEE, FLORIDA

**Articles Of Incorporation of
RC Villa Mart, Inc.**

EFFECTIVE DATE

12-18-01

FILED

01 DEC 26 AM 9:02

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I Name

The name of this corporation shall be:

RC Villa Mart, Inc.

ARTICLE II Principal Office

The principal place of business and mailing address of the corporation shall be:

7210 Bayshore Rd.
Palmetto, Florida 34221

ARTICLE III Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV Initial Registered Agent and Address

The name and address of the initial registered agent of the corporation is:

Roger F. Kinsler
7210 Bayshore Rd.
Palmetto, Florida 34221

ARTICLE V Incorporator

The name and street address of the incorporator to these Article of Incorporation is:

Roger F. Kinsler
7210 Bayshore Rd.
Palmetto, Florida 34221

ARTICLE VI Duration; Effective Date

This corporation shall exist perpetually, commencing as of December 18, 2001.

ARTICLE VII Purposes

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE VIII Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX Bylaws

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X Indemnification

Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against expenses (including attorneys' fee), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof.

Expenses (including attorneys' fee) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.


ARTICLE XI Conflicts of Interest

No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- The contract or transaction is fair and reasonable as to this Corporation at the time it is authorized by the Board, a committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.


IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this December 18, 2001.



Roger F. Kinsler
Incorporator

**State Of Florida
County Of Hillsborough**

The foregoing Articles of Incorporation were acknowledged before me this December 18, 2001, by Roger F. Kinsler, who is personally known to me.



Adria Dickey
Notary Public – State of Florida



Adria Dickey
MY COMMISSION # DD031333 EXPIRES
April 11, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

**Certificate of Designation of
Registered Agent/Registered Office**

FILED
01 DEC 26 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

RC Villa Mart, Inc.

The name and address of the registered agent and office is:

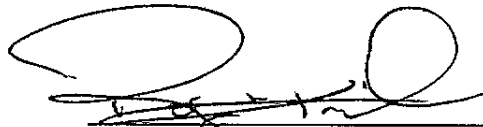
Roger F. Kinsler
7210 Bayshore Rd.
Palmetto, Florida 34221

RC Villa Mart, Inc.



Roger F. Kinsler
Incorporator
December 18, 2001

Having been named as registered agent and to accept service of process for the above named 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 affirm that I am familiar with and accept the obligations of my position as registered agent.



Roger F. Kinsler
Registered Agent
December 18, 2001