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ACCOUNT NO. : 072100000032

REFERENCE : 606008 9495A

AUTHORIZATION :

Patricia Pizeto

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COST LIMIT : \$ 70.00

ORDER DATE : June 3, 2002

ORDER TIME : 11:25 AM

ORDER NO. : 606008-005

CUSTOMER NO: 9495A

CUSTOMER: Jeffrey Gordon, Esq
Maney & Gordon, P.a.

Suite 3170
101 East Kennedy Boulevard
Tampa, FL 33602

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DOMESTIC FILING

NAME: REFERRAL CLUBS OF AMERICA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
REFERRAL CLUBS OF AMERICA, INC.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of the corporation shall be:

REFERRAL CLUBS OF AMERICA, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

- (a) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more

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objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance in and carry any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

- (b) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have

outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders. Initial distribution shall be as follows: 100 original shares to Darrough Diamond.

ARTICLE FIVE

The beginning capital of this corporation shall be \$100.00.

ARTICLE SIX

The corporation shall not have directors.

ARTICLE SEVEN

The address in the State of Florida of the principal office of the corporation is:

2878 Glen Hollow Drive
Clearwater, Florida 33761-3370

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT:	Darrough Diamond
	2878 Glen Hollow Drive

Clearwater, Florida 33761-3370

VICE-PRESIDENT: Julia T. Cox
2878 Glen Hollow Drive
Clearwater, Florida 33761-3370

SECRETARY: Laura L. Stillman
2878 Glen Hollow Drive
Clearwater, Florida 33761-3370)

TREASURER: Linda M. Diamond
2878 Glen Hollow Drive
Clearwater, Florida 33761-3370)

ARTICLE NINE

Any profits earned by the corporation shall be divided among the stockholders on a prorated basis according to each stockholder's earnings.

ARTICLE TEN

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

DARROUGH DIAMOND
2878 Glen Hollow Drive
Clearwater, Florida 33761-3370

ARTICLE ELEVEN

The Registered Agent and Registered Office of this corporation shall be:

RICHARD D. GIGLIO, ESQUIRE
101 East Kennedy Boulevard
Suite 3170
Tampa, Florida 33602

ARTICLE TWELVE

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE THIRTEEN

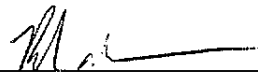
In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this the 25th day of May, 2002.


DARROUGH DIAMOND, President

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, RICHARD D. GIGLIO, ESQUIRE, hereby accept designation as Resident Agent
on this 29th day of June, 2002.


RICHARD D. GIGLIO, ESQUIRE

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public, authorized in the
State and County aforesaid to take acknowledgments, personally appeared RICHARD D.
GIGLIO, ESQUIRE, to me personally known to me, who executed the foregoing
Acceptance of Designation of Resident Agent.

WITNESS my hand and official seal this 29th day of May, 2002.




NOTARY PUBLIC

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