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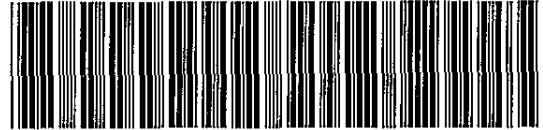
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 NOV 12 AM 9:17

J. SMITH NOV 14 2002

Edward L. Stahley, P.A.
Attorney at Law

150-D Fortenberry Road
Merritt Island, FL 32952

TELEPHONE (321) 453-3602

FAX (321) 453-3678

October 29, 2002

Hon Kathryn Harris
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Rippon Enterprises, Inc.
Our File No. 02-101

Dear Madame:

Enclosed find Articles Of Incorporation for Rippon Enterprises, Inc, which we desire to incorporate under the laws of the State of Florida. We are also enclosing herewith a certificate designating place and agent for service of process, along with our check in the amount of \$122.50 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	\$ 35.00

Please attach your certificate to the enclosed copy of the Articles Of Incorporation, returning same to me at your earliest convenience.

With kindest regards, I remain

Very truly yours,


Edward L. Stahley

ELS/vjr

Enclosures

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 NOV 12 PM 5:10

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

RIPPON ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned hereby organizes and incorporates for the purpose of forming a body corporation under and by virtue of "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, 1997", as amended, for the transaction of business, and under the following charter:

ARTICLE I

The name of the corporation shall be RIPPON ENTERPRISES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: To own, manage and otherwise operate a warehousing business, and all functions related thereto; and any other legal purpose.

ARTICLE III

The total amount of the capital stock of the corporation shall be ONE THOUSAND (1,000) shares of common stock, having a nominal or par value of ONE (\$1.00) DOLLAR per share.

The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States

of America, or property, labor or services at a just valuation as shall be fixed by the Board of Directors. Property or labor also may be purchased with the capital stock at such valuation as shall be fixed by the Directors.

ARTICLE IV

The amount of the capital, in lawful money of the United States of America, or its equivalent, with which the corporation shall begin business shall be the sum of FIVE HUNDRED (\$500.00) DOLLARS or more.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Board of Directors of this corporation shall be any number not less than one or more than thirteen, fixed from time to time by the By-laws of the company.

ARTICLE VII

The principal office, or place of business, of this corporation shall be: 4680 Brentwood Drive, Cocoa, FL 32927.

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws of this corporation and "CHAPTER 607,

CORPORATION LAW, FLORIDA STATUTES, 1997", as amended, shall hold offices until the first meeting of the incorporators of said corporation, or until their successors are elected and qualified, shall be:

DIRECTORS

POST OFFICE ADDRESS

SHERRY JILL RIPPON

4680 Brentwood Drive
Cocoa, FL 32927

FREDERICK B. RIPPON

4680 Brentwood Drive
Cocoa, FL 32927

ARTICLE IX

The names and post office addresses of the subscribers of these Articles of Incorporation, the number of shares each agrees to take, and the value of the consideration therefore, (the sum of which is not less than the amount of initial capital specified in Article IV), are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>CONSIDERATION</u>
SHERRY JILL RIPPON	4680 Brentwood Dr. Cocoa, FL 32927	260	\$260.00
FREDERICK B. RIPPON	4680 Brentwood Dr. Cocoa, FL 32927	240	\$240.00

ARTICLE X

The incorporators hereby designate FREDERICK B. RIPPON, as registered agent and the registered office address is: 4680 Brentwood Drive, Cocoa, FL 32927.

Immediately after the adjustment of the annual meeting of the stockholders, the directors shall hold their annual meeting for the election of officers and such other business as may properly come before this meeting. Meetings of the Board of Directors shall be held within or without the State of Florida, but meetings of the stockholders shall be held at the principal office of the corporation at 4680 Brentwood Drive, Cocoa, FL 32927. This corporation may have such other places to transact business within or without the State of Florida as may be deemed desirable.

The amount of indebtedness or liability to which the corporation may, at any time, subject itself, shall be unlimited. The corporation shall adopt By-Laws for the government of its affairs not inconsistent with the Articles of Incorporation and the Laws of the State of Florida, which may be amended or replaced as provided by said By-Laws.

IN WITNESS WHEREOF, the subscribers hereby sets their hands and seals, this 29th day of OCTOBER, 2002.

Signed, seal, and delivered
in the presence of:

Edward L. [Signature]
Witness

Valerie J. [Signature]
Witness

Sherry Jill Rippon
SHERRY JILL RIPPON
[Signature]
FREDERICK B. RIPPON

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public, in and for the State of Florida, At Large, personally appeared SHERRY JILL RIPPON, and FREDERICK B. RIPPON known to be the persons who executed the foregoing Articles of Incorporation of RIPPON ENTERPRISES, INC., and they acknowledged before me that they executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in said County and State, this 29th day of OCTOBER, 2002.

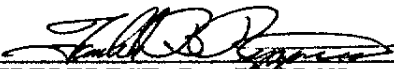


Valerie J. Righenzi
My Commission DD036431
Expires August 28, 2005

Valerie A. Righenzi
Valerie J. Righenzi
Notary Public - State of Florida
At Large

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said act relative to keeping said office open.



FREDERICK B. KIPPON
Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT RIPPON ENTERPRISES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 4680 BRENTWOOD DRIVE, COCOA, FL 32927, BREVARD COUNTY, STATE OF FLORIDA, HAS NAMED FREDERICK B. RIPPON, LOCATED AT 4680 BRENTWOOD DRIVE, COCOA, FL 32927, ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Sherry Jill Rippon
SHERRY JILL RIPPON

TITLE: President

DATE: 10/29/02, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: F. B. Rippon
FREDERICK B. RIPPON

DATE: 10/29/02, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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