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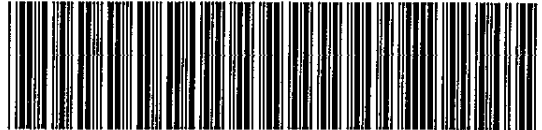
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11/26/02--01048--006 **78.75

FILED
02 NOV 26 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jan J. Reeger
7 Ferguson Court
Palm Coast, Florida 32137
PH: 386-446-5809
FX: 386-446-8964

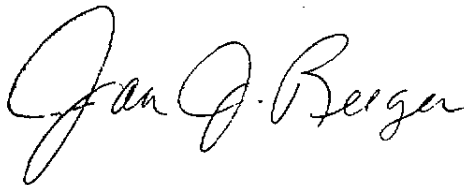
November 22, 2002

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed are 2 original Articles of Incorporation for **R Shops, Inc.**,
along with a check for \$78.75 to be applied as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$ 8.75

Thank you.

A handwritten signature in cursive script that reads "Jan J. Reeger". The signature is fluid and written in dark ink.

Jan J. Reeger

ARTICLES OF INCORPORATION
OF
R Shops, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **R Shops, Inc.** pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is **R Shops, Inc.**

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III. PURPOSE

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

- (a) To engage in every aspect and phase of the business of management, maintenance, administration, and operation of all aspects of Real Estate, Retail Shops and
- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7500 shares of common stock having a par value of \$10.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid, in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7 Ferguson Court, Palm Coast, Florida 32137 and the name of the corporation's initial registered agent at that address is Jan J. Reeger. This is also the Principal office address.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the by-laws, but shall never be less than one. The name and street address of the initial director is: Jan J. Reeger, 7 Ferguson Court, Palm Coast, Florida 32137.

ARTICLE VII. OFFICERS

(a) the officers of the corporation shall consist of a president and a secretary. The Board of Directors may increase, decrease, alter or otherwise change the categories or number of officers at any time and from time to time.

(b) The initial officers of the corporation are: Jan J. Reeger, President/Secretary

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Jan J. Reeger
7 Ferguson Court
Palm Coast, Florida 32137

The incorporator of the corporation assigned to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, these assignments becoming effective on the date corporate existence begins.

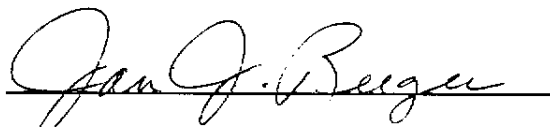
ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholder, except that the Board of Directors may not amend or repeal any by-law adopted by the shareholder if the shareholders specifically provided that such by-law is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS


The corporation reserves the rights to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholder are subject to this reservation. The Articles of Incorporation may be amended before the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. There-after, every amendment must be approved by the board of Directors, proposed by the to the shareholder, and approved at a shareholder's meeting by the holder of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed these Articles of Incorporation on this Nov. 22, 2002.

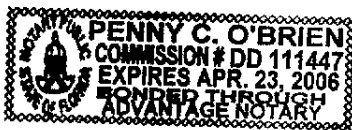

Jan J. Reeger

STATE OF FLORIDA

The foregoing instrument was acknowledged before me by Jan J. Reeger on this 22 day of November, 2002.


Notary Public
State of Florida at Large

My commission expires:



CERTIFICATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That **R Shops, Inc.** desiring to organize under the laws of the State of Florida with its initial registered office at 7 Ferguson Court, Palm Coast, Florida 32137 has named Jan J. Reeger as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for **R Shops, Inc.** at the place designated herein, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.


Jan J. Reeger
Registered Agent

Date:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA