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C.F. 4-13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 309282 7473453

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 12, 2005

ORDER TIME : 10:43 AM

ORDER NO. : 309282-005

CUSTOMER NO: 7473453

CUSTOMER: Larry J. Gonzales, Esq.
Larry J. Gonzales, P.a.

Suite 212
2655 McCormick Drive
Clearwater, FL 33759

DOMESTIC FILING

NAME: RDI USA, 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: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

RDI USA, INC.

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ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: **RDI USA, INC.**, and the address is: 1701 Mariner Way, Tarpon Springs, FL 34689-5852.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2655 McCormick Drive, Suite 212, Clearwater, Florida 33759, and the name of the initial registered agent of this Corporation at that address is **LARRY J. GONZALES**.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three (3) directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

NAME	ADDRESS
Lex T. Robertson	1701 Mariner Way Tarpon Springs, FL 34689-5852

Joyce A. Robertson

1701 Mariner Way
Tarpon Springs, FL 34689-5852

Jeffrey N. Robertson

1701 Mariner Way
Tarpon Springs, FL 34689-5852

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

LARRY J. GONZALES

2655 McCormick Drive, Suite 212
Clearwater, Florida 33759

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

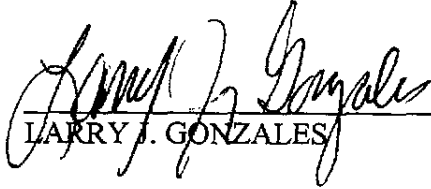
ARTICLE 10: BYLAWS

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 11: AMENDMENT

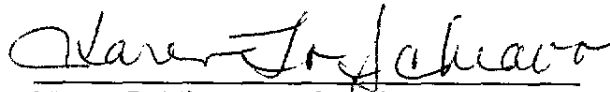
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation the 11th day of April, 2005.


LARRY J. GONZALES

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me the 11th day of April, 2005, by LARRY J. GONZALES, who is personally known to me.

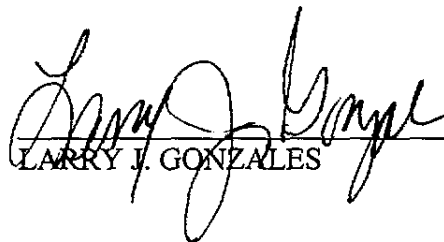

Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated the 11th day of April, 2005.


LARRY J. GONZALES

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ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

The undersigned, in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, assigns and transfers and sets unto Lex T. Robertson all of his right, title and interest, if any, as incorporator of the Corporation.

Witness my hand and seal the 11th day of April, 2005.

Witnesses:

Kathleen A. Budge Larry J. Gonzales (SEAL)
LARRY J. GONZALES

Walter To Schiavo