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1566 UNIVERSITY LN APT 903
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32922

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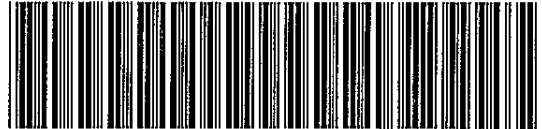
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TALLAHASSEE, FLA.

C.8.12-15

ARTICLES OF INCORPORATION
OF A
CORPORATION FOR PROFIT

Article 1 – Corporate Data

A. Name and address of Corporation:

D. Rhodes, Inc.
1566 University Lane #903
Cocoa, FL 32922

B. Authorized shares (number of shares and par value per share.
One thousand shares (1000) with a par value of one dollar
(\$1.00) per share.

C. Registered Agent and registered office address:

Clifford D. Rhodes
1566 University Lane #903
Cocoa, FL 32922

D. Name and address of Incorporators and Subscribers:

Clifford D. Rhodes
1566 University Lane #903
Cocoa, FL 32922

E. Name and address of initial Board of Directors:

Clifford D. Rhodes
1566 University Lane #903
Cocoa, FL 32922

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Article 2 – Address of Corporation

The address of this Corporation is set forth in Paragraph A of Article 1. Such address may be changed from time to time as the Stockholders deem appropriate.

Article 3 – Authorized Shares of Stock

- A. The maximum number of authorized shares of stock which this Corporation is authorized to issue and have outstanding at any one time, and the par value of each share, is set forth in Paragraph B of Article 1.
- B. All or any portion of the authorized shares of stock may be issued for cash or any tangible or intangible property, services actually performed, or any other rights or thing having a value at least equivalent to the full value of the stock to be issued. Neither promissory notes nor future services shall constitute partial or full payment for the issuance of such shares. All issued shares shall be deemed to be fully paid and non accessible.
- C. The Shareholders shall be the sole judges of the value of any property, right or thing acquired in exchange for shares of stock and their judgment shall be conclusive.
- D. Notwithstanding the foregoing, Stockholders shall have the right to increase the amount of authorized shares of stock, either with or without nominal or par value and to provide in event of such increase the designation, preference voting powers, and restrictions and or qualifications of voting powers, on such additional stock as may be specified by the Stockholders.

Article 4 – Designation of Registered Agent

The name and address of the person designated to accept service of process on behalf of this Corporation within the State of Florida is set forth in Article 1.

Article 5 – Incorporator and Subscriber

The name and address of the Incorporator and Subscriber to these Articles of Incorporation is set forth in Paragraph D of Article 1.

Article 6 – Corporate Powers

This Corporation shall have all the powers conferred upon general corporations as per Statutes of the State of Florida.

Article 7 – Corporate Purpose

The purpose of which this Corporation is being organized is to engage in any activity or business permitted under the laws of the State of Florida.

Article 8 – Stated Capital

The stated capital of this Corporation shall be the sum of the following:

- A. The par value of all shares of this Corporation having a par value that have been issued and not cancelled.
- B. The amount of the consideration received by the Corporation for all shares of the Corporation without par value that have been issued, except such part that have been allocated to capital surplus.
- C. Such amounts not included in Paragraph A and B above that has not been transferred to stated capital of the Corporation.

Article 9 – Term of Existence

This Corporation shall have perpetual existence and shall commence on the date Corporation is subscribed.

Article 10 – Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a meeting of the Stockholders by a majority of the stock entitled to vote thereon.

Article 11 – Copies of Articles

Multiple copies of these Articles of Incorporation have been published as executed. All such copies have been deemed as original copies of these Articles.

Article 12 – Stockholders Acting In Lieu of Directors

- A. The business of this Corporation shall be conducted by the Stockholders acting as, or in lieu of, Directors. Accordingly, all of the Stockholders shall be deemed as Directors. Any action required or permitted by the laws of the State of Florida, when such action is required to be performed by Directors, shall be performed by the Stockholders.
- B. Initially, this Corporation shall have the number of Directors set forth in Paragraph E of Article 1, who shall hold the organizational meeting of this Corporation or, in lieu thereof, may otherwise approve and ratify the actions of the Incorporator and Subscriber who may conduct each organizational meeting.
- C. Any action of the Stockholders may be taken without a formal meeting if consent, in writing, setting forth the action taken is signed by all Stockholders entitled to vote on the same if the meeting has been held. Said consent shall be filed with the Secretary of the Corporation as a part of the corporate records. Such written consent shall have the force and effect of a unanimous vote of the Stockholders.
- D. In addition to the Stockholders, the business of the Corporation shall be conducted by such officers as may be determined to be necessary or advisable for the needs of the Corporation and as set forth in the By-Laws of this Corporation.

- E. The Stockholders of this Corporation may include in any agreement which they make among themselves, the following valid matters of agreement:
- a. Any limitations of this Corporation transferability of assignment of the stock of this Corporation held by prospective Stockholders.
 - b. Limitations upon the pledging, devising and bequeathing of stock of the Corporation.
 - c. All other matters permitted by the laws of the State of Florida.
 - d. The Stockholders shall have the right to issue unissued or Treasury shares of this Corporation for securities of this Corporation convertible into a right to subscribe or acquire shares of this Corporation and containing such conditions or rights, including preemptive rights, as the Stockholders may direct.
 - e. The Stockholders shall have the power to adopt, alter, amend or repeal the By-Laws of this Corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with law or Articles of Incorporation.
 - f. The Stockholders may approve the reasonable charges and expenses of incorporation this Corporation, including attorney fees and cost, and the reasonable expenses of compensation for the sale or underwriting of the shares of this Corporation. The same may be allowed to be paid out of the consideration received by the Corporation for the issuance of the shares without thereby impairing the fully paid or non-accessible status of such shares.

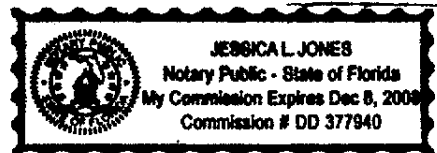
Clifford D. Rhodes
Incorporator/Subscriber

State of Florida
County of Brevard

Acknowledgment

Before me, the undersigned authority, personally appeared the Incorporators/Subscribers, all known to me to be the individuals described in and who executed the foregoing Articles of Incorporation and said person acknowledged subscribing said instrument for the purpose set forth herein. Witness my official hand and seal in the County and State last aforesaid on this 12 day of December 2005.

Jessica L. Jones
Notary Public, State of Florida
My Commission expires: 12/8/2008



Acceptance of Designation

I hereby accept designation as Registered Agent of this Corporation and agree to comply with all provisions of the law relating to registered agents.

Clifford D. Rhodes
Registered Agent

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