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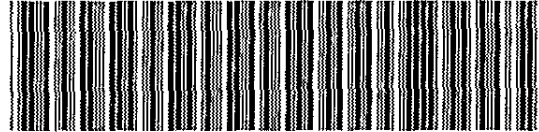
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE AUG 17 2007

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: R & C Interprizes,, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Tom Warren, Accountant

Name (Printed or typed)

202 S 22nd St, STE 214

Address

Tampa, FL 33605

City, State & Zip

(813) 514-8800

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

R & C Interprizes, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

Article I. Name

The name of the corporation is R & C Interprizes, Inc., (hereinafter, "Corporation").

Article II. Purpose of Corporation

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III. Principle Office

The address of the principle office of this corporation is 726 Hazy Meadow CT, Brandon, FL 33510

Article IV. Incorporator

The name and address of the incorporator of this corporation is:

Cheryl J. Leonard
726 Hazy Meadow CT
Brandon, FL 33510 —

Article V. Officers

The name and address of the directors of this corporation are:

President/Treasurer:

Cheryl J. Leonard

Vice-President/Secretary:

Robin Lee Leonard

Whose addresses shall be the same as the principle office of the corporation.

Article VI. Directors

The director(s) of the corporation shall be:

Cheryl J. Leonard
Robin Lee Leonard

Whose addresses shall be the same as the principle office of the corporation.

Article VII. Corporate Capitalization

Section 7.01 Number of Shares

The maximum number of shares that this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each share having a par value of One Dollar (\$ 1.00).

Section 7.02 Voting Rights of Shares

All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matter on which Shareholders have the right to vote.

Section 7.03 Dissolution

All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

Section 7.04 Preemptive Rights

No holder of shares of stock of any class shall have the preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided however, that the Board of Director(s) may, in authorizing the issuance of shares of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

Section 7.05 Issuance of Additional Shares

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable, subject to restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.

Section 7.06 Change of Class

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or hanging the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

Article VIII. Sub-Chapter S Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Section 8.01 Term and Revocation of S-Corporation

The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended,

unless the shareholders of the Corporation unanimously agree otherwise in writing.

Section 8.02 Transfer of shares

After this Corporation has elected to be an S-Corporation, none of the shareholders of this Corporation, without the written consent of all shareholders of this Corporation shall take any action, or to make any transfer or other disposition of the shareholder's shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S-Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended

Section 8.03 Legend

Once the Corporation has elected to be an S-Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

Article IX. Shareholders Restrictive Agreement

All shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principle office of the Corporation.

Article X. Powers of the Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation, and its amendments.

Article XI. Term of Existence

The Corporation shall have perpetual existence.

Article XII. Registered Owner(s)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and expect as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereto.

Article XIII. Registered Office and Registered Agent

The initial address of the registered office of this Corporation is: Tom Warren, Accountant, located at 202 South 22nd Street, Suite 214, Tampa, Florida 33605. The name and address of the registered agent of this Corporation is: Tom Warren, Accountant, located at 202 South 22nd Street, Suite 214, Tampa, Florida 33605

Article XIV. Bylaws

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article XV. Effective Date

These Articles of Incorporation shall be ^{AUGUST 15,} ~~July 1,~~ 2007 or upon approval of the Secretary of State, State of Florida.

Article XVI. Amendment

The Corporation reserves the right to, alter, amend, change or repeal any provision in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter proscribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

In witness whereof, I have hereunto set my hand and seal, acknowledged and filed the foregoing articles of Articles of Incorporation under the laws of the State of Florida this 13 day of August, 2007



Incorporator

Acceptance of Registered Agent Designed in Articles of Incorporation

Tom Warren, Accountant having an address identical with the registered office of the Corporation as named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Tom Warren for
Tom Warren, Accountant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA