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Attorney at Law

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November 21, 1994

Secretary of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500001339745
-11/29/94--01013--003
*****70.00 *****70.00

RE: REGISTERING ARTICLES OF INCORPORATION


Dear Secretary of State:

Enclosed for filing are two Articles of Incorporation together with a Certificate of Registered Agent for both **S&B DEVELOPMENT, INC.** and **NEW CHINA IMPORTS, INC.**

I have enclosed checks # 1794 and # 1795 for \$70.00 each to cover filing fees for each corporation.

If there are any questions, please do not hesitate to contact me.

Sincerely,



ROBERT J. WARREN

cc: Richard R. Bartron

FILED
JAN 30 AM 9:42
DIVISION OF STATE
TALLAHASSEE, FLORIDA

cc 1794
cc 1795
cc 1791

11/30/94



W94-25477



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 30, 1994

ROBERT J. WARREN
703 NO. MAIN STREET STE. C
GAINESVILLE, FL 32601

SUBJECT: S & B DEVELOPMENT, INC.
Ref. Number: W94000025477

We have received your document for S & B DEVELOPMENT, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 194A00051222

**ARTICLES OF INCORPORATION
OF**

Rick EdVentures, Inc.

FILED
JUN 30 AM 3 42
CLERK OF STATE
TAMPA, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be **Rick EdVentures, Inc.**

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be as follows:

- a) To hold, manage, and sell property, both real and personal.
- b) To enter into, make, perform, and carry out contracts for any lawful purpose pertaining to the business of the corporation, without limit as to amount, with any person, firm, syndicate, committee, association, or corporation, or municipal or governmental board, body, or authority, domestic or foreign, now or hereafter to be organized.
- c) To engage in any and all lawful business or activity.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this professional service corporation is authorized to have outstanding at one time is 7,000 shares of common stock, which shall have a par value of \$3.00 per share. Any such stock may be issued and sold in whole or fractional shares, and there may be included in the by-laws of the corporation provision recognizing preemptive rights of the stockholders and having limitations on the issue of or transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon limitation on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for preemptive rights of purchase with reference to such stock or any part thereof, whether issued or to be issued, or for options for purchase in the event of the sale of the stock issued by the corporation.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this professional service corporation shall begin shall not be less than three hundred dollars.

ARTICLE V: TERMS OF EXISTENCE

This professional service corporation shall have perpetual existence.

ARTICLE VI: INITIAL ADDRESS

The initial mailing address and principal place of business of this professional service corporation in the State of Florida shall be 203 S.E. Depot Avenue, Gainesville, Florida 32601. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII: DIRECTORS

This professional service corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stock-holders, but never shall have less than one.

The names and mailing address of the members who shall serve as the first Board of Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard Reed Bartron	203 S.E. Depot Avenue Gainesville, FL 32601
Trayce Bartron	203 S.E. Depot Avenue Gainesville, FL 32601
J. Edward Singley	1719 N.W. 23rd Blvd., PH-E Gainesville, FL 32605
Virginia Hyland Singley	1719 N.W. 23rd Blvd., PH-E Gainesville, FL 32605

ARTICLE VIII: INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation is:

Richard Reed Bartron
203 S.E. Depot Avenue
Gainesville, Florida 32601

ARTICLE IX: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Richard Reed Bartron
203 S.E. Depot Avenue
Gainesville, Florida 32601

ARTICLE X: SUBSCRIBERS

The names and post office address of each subscriber to these Articles of Incorporation, the number of share each subscribes to, and the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
Richard Reed Bartron	203 S.E. Depot Avenue Gainesville, FL 32601	10	\$ 30.00
Trayce Bartron	203 S.E. Depot Avenue Gainesville, FL 32601	40	\$120.00
J. Edward Singley	1719 N.W. 23rd Blvd., PH-E Gainesville, FL 32605	25	\$ 75.00
Virginia Hyland Singley	1719 N.W. 23rd Blvd., PH-E Gainesville, FL 32605	25	\$ 75.00

The subscribers certify that the value of the consideration for the stock subscribed for will not be less than the par value of such stock, and the total of such values will not be less than the amount of capital with which the corporation will begin business as set forth in Article IV above.

ARTICLE XI: CONDUCT OF BUSINESS

In furtherance and not in limitation of the powers conferred by statutes, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

a) Subject to such restriction, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the

corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

b) Authorized shares of par value stock may be issued only for a consideration having value, in the judgment of the Board of Directors at least equivalent to the full par value of such par value stock.

c) The initial by-laws may be adopted by the subscribers hereto. Such by-laws may be amended, altered, or repealed only by the stockholders of the corporation by affirmative vote of the holders of a majority of the common stock outstanding, entitled to be voted. No such by-laws shall be in conflict with these Articles of Incorporation or with any outstanding prior agreements of the stockholders which appear of record in the minute book or other records of the corporation.

d) This professional corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such time and shall have such powers of duties as may be prescribed by the by-laws, or as may be determined from time to time by the Board of Directors subject to the by-laws.

ARTICLE XII: DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE XIII: EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing with the Secretary of State.

ARTICLE XIV: AMENDMENTS

These Articles of Incorporation may be amended, adopted, altered, changed or repealed by approval by a majority of the Board of Directors, proposal by them to the stockholders, and approval at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


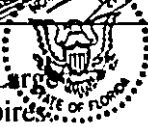
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of January, 1995.


RICHARD REED BARTRON

**STATE OF FLORIDA
COUNTY OF ALACHUA**

BEFORE ME personally appeared RICHARD REED BARTRON, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and ~~having shown to me identification in the form of _____~~, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this ____ day of January, 1995.


NOTARY PUBLIC
State of Florida at Large
My commission expires
 OFFICIAL SEAL
ROBERT J. WARREN
MY COMMISSION EXPIRES
SEPTEMBER 29, 1995

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

FILED
MAR 3 1992
STATE OF FLORIDA

In pursuance of *Chapter 48.091, Florida Statutes*, the following is submitted, in compliance with said Act:

First -- That **Rick EdVentures, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Gainesville, County of Alachua, State of Florida has named **RICHARD REED BARTRON**, located at 203 S.E. Depot Avenue, Gainesville, FL 32601 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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


RICHARD REED BARTRON, Resident Agent