

CORPORATION INFORMATION
SERVICES, Inc.
1201 HAYS STREET
TALLAHASSEE, FL 32314
904-222-9171
904-222-0393 FAX

800-342-8086

P95000008405



Mail To:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 533635 12000A

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 122.50

ORDER DATE : February 1, 1995

ORDER TIME : 9:49 AM

ORDER NO. : 533635

800001395388

CUSTOMER NO: 12000A

CUSTOMER: Renee Ann Winslow, Legal Asst
PERRY SHAPIRO MILLER & JARKESY

Suite 600
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC FILING

P95000008405
NAME: RPET THREE INC.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

Tm
2-1-95
02/1

FILED
95 FEB -1 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RPET THREE INC.

FILED
95 FEB -1 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be RPET Three Inc. The mailing address is: 11440 Okeechobee Boulevard, #106, Royal Palm Beach, Florida 33411.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is all lawful business and engaging in any activity or business permitted under the laws of the United State or of this Stated.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$.01 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 11440 Okeechobee Boulevard, #106, Royal Palm Beach, Florida 33411, and the name of the initial registered agent at such address is ROBERT LEE SHAPIRO.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time as authorized by the By-Laws, but shall never be less than one (1). The name and address of the initial director is:

M. RUTH PETTEY
11440 Okeechobee Boulevard
#106
Royal Palm Beach, Florida 33411

ARTICLE VII -- INCORPORATORS

The name and address of the person signing these Articles is:
Robert Lee Shapiro, 1645 Palm Beach Lakes Boulevard, Suite 600,
West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, I have made and subscribed these Articles
this 31st day of January, 1995.


ROBERT LEE SHAPIRO

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31st
day of January, 1995, by ROBERT LEE SHAPIRO, who is personally
known to me or who has produced a driver's license as
identification and who did take an oath.


REBECCA ANN WINSLOW
NOTARY PUBLIC MY COMMISSION # CC 214708 EXPIRES
(Notary Seal) August 23, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN
THESE ARTICLES OF INCORPORATION.


ROBERT LEE SHAPIRO

995 000008405

South T. Winston
(Requestor's Name)
11446 Woodhollow Lane
(Address)
Royal Palm Beach, FL 33411
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- _____
(Corporation Name) (Document #)

TALL...
S...
...
...

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

300001637948
-11/15/95--01134--004
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten notes and signatures in the bottom right area.

Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: RPE7 THREE INC.

Document # P95000008405 Art. Incomp filed 2/1/95

SECOND: The date dissolution was authorized: November 9th, 1995

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by all of the shareholders (voting group) _____."

Signed this 10th day of November, 19 95

Signature _____
(By the Chairman or Vice Chairman of the Board, President, or other officer)

M. Ruth Petty, Director
(Typed or printed name)

Director
(Title)

FILED
NOV 15 1995
TALLAHASSEE
FLORIDA

Pursuant to Florida Statute §607.1402, I, M. RUTH PETTEY, as the sole Director on the Board of Directors and sole Shareholder of RPET THREE INC., a Florida Corporation, Document #P95000008405, filed with the Florida Department of State on February 1st, 1995 have approved Dissolution of RPET THREE INC., by casting my single vote for dissolution on this ____ day of _____, 1995.

Since I am the only Shareholder, and thus the only shareholder entitled to vote, the proposal to dissolve was approved by a majority of the voting shareholders, being one.

I have cast my vote freely, voluntarily, and without duress, coercion or undue influence from any person.

M. Ruth Pettey (Sole Shareholder of RPET THREE INC.)

DATE

FILED
FEB 15 1995
TALLAHASSEE, FLORIDA

Sokoloff & Weinstein, P.A.--Attorneys at Law
11410 Okeechobee Blvd., Suite 215, Royal Palm Beach, FL 33411
Tel. 407-790-6788 407-790-4505