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TALLAHASSEE, FLORIDA 32303

REAL PROPERTY LAW
CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING

FILED
JUL 21 1995
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

July 17, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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****122.50 ****122.50

RE: R. CLINE ENTERPRISES, INC.

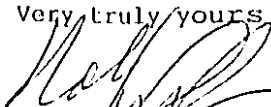
Dear Sir or Madam:

With reference to the above-captioned corporation, I am enclosing herewith the following:

1. Original and one copy of the Articles of Incorporation, with Registered Agent Certificate attached.
2. My check payable to the Secretary of State in the sum of \$122.50, representing the \$35.00 filing fee, \$52.50 for a certified copy and \$35.00 for Registered Agent Certificate.

I would appreciate your approval of the Articles, filing of same and return of a certified copy of the Articles to this office.

Thank you for your attention to this matter.

Very truly yours,

Rolfe D. Duggar

RDD/cdl

Enclosures

CHESSEN JUL 24 1995

ARTICLES OF INCORPORATION
OF
R. CLINE ENTERPRISES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

R. CLINE ENTERPRISES, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is the following, to wit:

To purchase, sell, warehouse, hold, take on consignment, receive, store, forward, factor, collaterally assign and otherwise borrow against and finance inventory of all kinds and nature; to buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporations, and to sell and convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, and to lend money either upon or without security, and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto; and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned; to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every kind, class and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express,

railroad, canal, telephone or cemetery company, a building and loan association, mutual fire insurance company, cooperative association, fraternal benefit society, state fair or exposition; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner these several powers.

Generally to make and perform contracts of any kind and description for the purposes of attaining any of the objects of this corporation, and generally to do and perform any and all things necessary or incident to the performing or carrying out of the powers herein specifically delegated or implied, and to do any and all other things not prohibited by law that a corporation may legally do under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5,000) shares of Common Stock, each share having a par value of ONE DOLLAR (\$1.00); and all stock shall be fully paid and non-assessable.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation.

Any stockholder, upon the sale for cash, labor, services or property of any new stock by the corporation, of the same kind, class or series as that which the stockholder already holds, shall have the right to purchase a pro rata share thereof.

ARTICLE IV

The amount of capital with which the corporation shall commence business shall not be less than FIVE HUNDRED AND

NO/100 DOLLARS (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The address of the initial principal and registered office of this corporation is: 211-55th Avenue, St. Pete Beach, Florida 33706.

ARTICLE VII

The street address of the initial registered office of this corporation is: 211-55th Avenue, St. Pete Beach, Florida 33706, and the name of the initial registered agent of this corporation at that address is: Robert T. Cline.

ARTICLE VIII

The corporation shall have Two (2) Directors initially. The number of Directors may be increased or diminished from time-to-time by By-Laws adopted by the stockholders, but shall never be less than one (1), none of whom need to be a stockholder of the corporation.

ARTICLE IX

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Article of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

ROBERT T. CLINE	211-55th Avenue St. Pete Beach, Florida 33706
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ROBERT N. CLINE	502 Leslie Court Woodstock, Georgia 30188
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ARTICLE X

The name and post office address of the subscriber to this Certificate of Incorporation is:

ROBERT T. CLINE 211-55th Avenue
St. Pete Beach, Florida 33706

ARTICLE XI

No contract or other transaction between the company and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of the company is, or are interested in, or is a Director or Officer or are Directors or Officers of such corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract, act or transaction of the company with any person or persons, firm or corporation, and each and every person who may become a Director of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the company for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XII

These Articles of Incorporation shall be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by all of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, has hereunto set his hand and seal this 17TH day of July, 1995, for the purposes of forming this corporation to do business both within and without the State of Florida, and, in

pursuance of the Corporation Laws of the State of Florida, do hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts stated therein are true.


ROBERT T. CLINE

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this ____ day of July, 1995, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared ROBERT T. CLINE, who is personally known to me (or who produced _____ as identification), who is the same person described in and who executed the foregoing Articles of Incorporation as subscriber, and acknowledged before me that he subscribed to these Articles of Incorporation.

Notary Public:

Sign

Print

My Commission expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

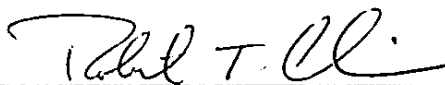
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: R. CLINE ENTERPRISES, INC.

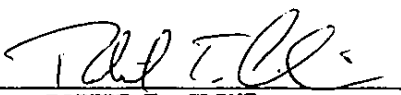
2. The name and address of the registered agent and office is:

ROBERT T. CLINE
(NAME)
211-55th Avenue
(P.O. BOX NOT ACCEPTABLE)
St. Pete Beach, Florida 33706
(CITY/STATE/ZIP)

FILED
1995 JUL 21 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE 
(corporate officer)
TITLE President
DATE July 17, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
ROBERT T. CLINE
DATE July, 1995