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CIOCHINA & LOREY
Attorneys at Law

(813) 442-3036
1172 Brownell Street
Clearwater, Florida 34616

MICHAEL E. CIOCHINA
THEODORE D. LOREY

August 17, 1995

Florida Department of State,
Jim Smith, Sec. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

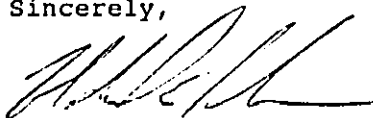
Re: Rebecca Enterprises, Inc.

Dear Sir or Madam:

I am submitting the enclosed original Articles of Incorporation, a copy of the Articles, and a check in the amount of \$122,500 on behalf of my client. If there are any problems or questions, please feel free to contact me.

Please return the certified copy to my office. Thank you for your attention in this matter.

Sincerely,



Michael E. Ciochina
Attorney at Law

MEC/lj

encl:

FILED
55 AUG 18 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-21-95
JD

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ARTICLES OF INCORPORATION

FOR

REBECCA ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be REBECCA ENTERPRISES, INC.

ARTICLE II - PRINCIPLE OFFICE AND MAILING ADDRESS OF CORPORATION

The principal office of the Corporation shall be 3594 Ridge Boulevard, Palm Harbor, Florida 34684.

ARTICLE III - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial Registered Office of the Corporation shall be 1172 Brownell Street, Clearwater, Florida 34616.

Section 2. The name of the initial Registered Agent of the Corporation located at said address shall be Michael E. Ciochina, Esq.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be Ten (10) shares of common stock having a par value of One Dollars and no cents (\$1.00) per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Rebecca M. Lane	3594 Ridge Boulevard Palm Harbor, FL 34684

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the Shareholders, for matters specified by law that do not affect the substantive rights of the Shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the Shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the Shareholder, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the Shareholders with the amendment.

B. The proposed amendment shall be submitted to the Shareholders at a Shareholders' meeting, if notice of the changes to be made is given, and shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or greater or lesser number as is required or permitted by law).

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are thirty-five (35) or fewer Shareholders and the proposed amendment is submitted to the Shareholders at a Shareholders' meeting, where notice of the changes to be made has been given, and the proposed amendment is adopted by receiving the affirmative vote of the holders of or majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law).

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the Incorporators.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

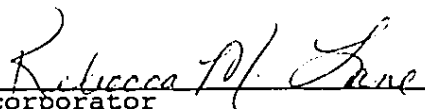
<u>Name</u>	<u>Address</u>
Rebecca M. Lane	3594 Ridge Boulevard Palm Harbor, FL 34684

**ARTICLE IX - ELECTIONS REGARDING
CERTAIN PROVISIONS OF THE FLORIDA STATUTES**

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested Shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all Shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 17 day of August, 1995.


Incorporator

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

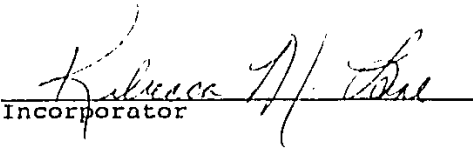
Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered agent/registered office in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is:

REBECCA ENTERPRISES, INC.

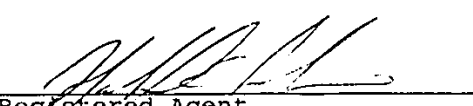
2. The name and address of the Registered Agent and office is:

Michael E. Ciochina, Esq.
1172 Brownell Street
Clearwater, FL 34616


Incorporator

Dated this 17 day of August, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Registered Agent

Dated this 17 day of August, 1995.