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September 14, 1995

Secretary of State
Division of Corporations/The Capitol
Monroe Street, 20th Floor, Room 2002
Tallahassee, Florida 32301

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*****70.00 *****70.00

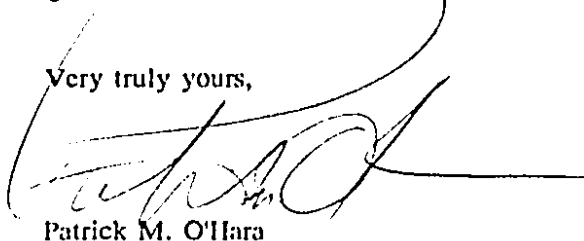
RE: RDC Corporation

Dear Sir/Madam:

Enclosed please find a fully executed original and one copy of the aforementioned Articles of Incorporation. Please file same with the Secretary of State's office and forward a copy back to me with the State's certificate. I have enclosed a check for the filing fee in the amount of \$70.00.

I would appreciate your expeditious handling of this matter.

Very truly yours,



Patrick M. O'Hara

PMO/jvb
Enclosures

SAB
9/20/95

ARTICLES OF INCORPORATION
OF
R D C CORPORATION

THE UNDERSIGNED, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is:

R D C CORPORATION

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

a. For real estate investment, development, building and contracting, and for the purpose of transacting any and all lawful business.

b. To acquire, purchase, exchange, gift, bequest, subscription, or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted

or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either along or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the state of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such

shares, and the excess, if any, of consideration received for such shares, none shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation is 1547 Florida Mango Road North, Building 11, Unit 3, West Palm Beach, Florida 33409, and the name of its initial registered agent at the registered

office of 1547 Florida Mango Road North, Building 11, Unit 3, West Palm Beach, Florida 33409 is James B. Moore.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is three (3). The names and addresses of the persons to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Rene' Delgado	3816 Embassy Drive West Palm Beach, Florida 33401
James B. Moore	3808 Embassy Drive West Palm Beach, Florida 33401
Robert A. Wooster	15603 84th North Avenue West Palm Beach, Florida 33418

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
James B. Moore	3808 Embassy Drive West Palm Beach, Florida 33401

ARTICLE X - OFFICERS

The names and addresses of the officers are:

President:	Rene' Delgado 3816 Embassy Drive West Palm Beach, Florida 33401
Secretary/Treasurer:	James B. Moore 3808 Embassy Drive West Palm Beach, Florida 33401
Vice President:	Robert A. Wooster 15603 84th North Avenue West Palm Beach, Florida 33418

ARTICLE XI - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interest Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.


Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XII - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the

affirmative vote of a majority of the Shareholders at any meeting thereof.

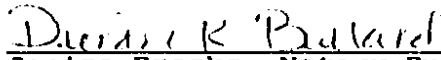
DATED THIS 31st day of August, 1995.


James B. Moore
(Incorporator)

STATE OF FLORIDA) SS:

COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this 31st day of August, 1995 by James B. Moore.


Jenice Brooks, Notary Public
~~Dierdre Bullard~~
My Commission Expires:



DIERDRE K BULLARD
My Commission CC302140
Expires Jul. 12, 1996
Bonded by HAI
800-422-1555

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

The foregoing is submitted pursuant to Section 48.091(1) and 607.034, Florida Statutes:

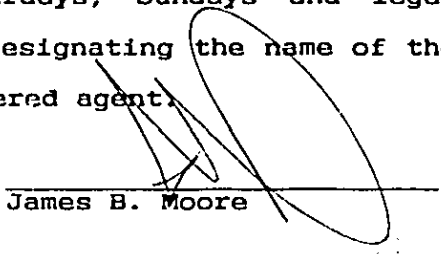
R D C Corporation, desiring to organize under the laws of the state of Florida being in the County of Palm Beach, at 1547 Florida Mango Road North, Building 11, Unit 3, West Palm Beach, Florida 33409, has named James B. Moore, located at the registered office address as its initial registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the corporation in this state, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to pose therein a sign designating the name of the corporation and the name of its registered agent.

DATE: Sept. 14 , 1995

BY:


James B. Moore

P95000072612

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
ADMINISTRATIVE CODE REFUND

Section 215.26, Florida Statutes, states that an application for refund shall be filed with the Comptroller (except for other provisions herein) within 3 years after the right to such refund shall have accrued else such right is barred. Three years is generally interpreted as meaning three years from the date of payment into the state treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: RDC Corporation EIN or SS#: 65-0610654

Address: Box 15454, WPB, FL 33416

Amount: 50.00 Date Paid 6/14/96

Reason for claim: P95000072612 Over payment

Certified true and correct this 14 day of July, 19 96.

Signature _____

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 50.00

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 96908/002 dated 6/14/96.

Name of Account _____
45202130001453000000000010000

Statutory Authority for Collection 607

It is requested that payment be made from the following account:

NAME OF ACCOUNT: _____
452021300014530000000022002000

Certified true and correct this _____ day of _____, 19 _____.

Department of State, Division of Corporations
(Agency) _____ (Authorized Signature and Title)

6/19/96