



JOHN M. CAMPBELL

Attorney At Law

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December 29, 1995

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

Re: Articles of Incorporation for RFL of North Florida, Inc.

Dear Sir or Madam:

Please find enclosed for filing the original Articles of Incorporation for RFL of North Florida, Inc. A check in the amount of \$122.50 for the filing fee is attached to this letter.

I am also including a copy of the Articles. Please certify the copy and return the conformed copy to me at your convenience.

If you have any questions or need further information, do not hesitate to contact me.

Sincerely,

John M. Campbell
John M. Campbell

FILED
96 JAN -2 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMC/emf
Enclosures

JAN 8 1996 BSB

**ARTICLES OF INCORPORATION
OF
RFL OF NORTH FLORIDA, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of RFL OF NORTH FLORIDA, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

RFL OF NORTH FLORIDA, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3736 Mateo Place
Orange Park, Florida 32065

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of Common Stock with a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are:

Darrell R. Yarbrough
3736 Mateo Place
Orange Park, Florida 32065

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have the number of directors as determined and elected in accordance with the bylaws. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Darrell R. Yarbrough	3736 Mateo Place Orange Park, Florida 32065

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

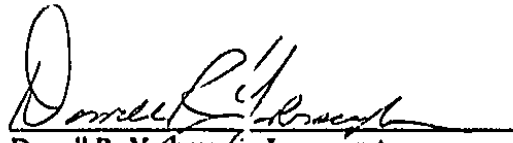
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every

amendment shall be approved by the board of directors, proposed by the n to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

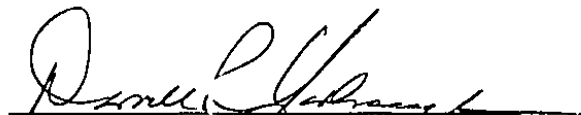
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of DECEMBER, 1995.


Darrell R. Yarbrough, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in Article VI, I hereby accept the appointment as registered agent and agree to act in that 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.

Dated this 28 day of DECEMBER, 1995.


Darrell R. Yarbrough, Registered Agent