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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

January 8, 1996

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

Re: RIDGE-WAY INVESTMENT COMPANY 1979 U.S.A., INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Designation of Registered Agent, together with check in the amount of Seventy (\$70.00) Dollars for filing.

Thank you for your prompt service.

Sincerely,



Andrea Castelli
c/o Ms. Hannah Bracewell
15617 Front Beach Road, #332
Panama City Beach, Florida 32417

AC:mlb

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

RIDGE-WAY INVESTMENT COMPANY 1979 U.S.A., INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

RIDGE-WAY INVESTMENT COMPANY 1979 U.S.A., INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

15617 Front Beach Road, #332
Panama City Beach, Florida 32417

The mailing address of this corporation shall be:

15617 Front Beach Road, #332
Panama City Beach, Florida 32417

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED SHARES

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

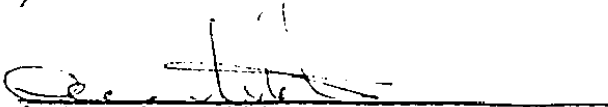
JOEL MARGULES
Attorney-at-Law
1609 Lisenby Avenue
Panama City, Florida 32405

ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

President:	Andrea Castelli 15617 Front Beach Road, #332 Panama City Beach, Florida 32417
Vice-President:	Elizabeth Castelli 15617 Front Beach Road, #332 Panama City Beach, Florida 32417
Secretary:	Elizabeth Castelli 15617 Front Beach Road, #332 Panama City Beach, Florida 32417
Treasurer:	Andrea Castelli 15617 Front Beach Road, #332 Panama City Beach, Florida 32417

The undersigned has executed these Articles of Incorporation
this 2nd day of January, 1996.


Andrea Castelli
President

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, 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:

RIDGE-WAY INVESTMENT COMPANY 1979 U.S.A., INC.

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

JOEL MARGULES
Attorney-at-law
1609 Lisenby Avenue
Panama City, Florida 32405


Andrea Castelli
President

Date: JANUARY 2ND, 1996

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.


JOEL MARGULES

Date: 1/4/96