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KEVIN P. MARKEY
DANIEL B. FOWLER

95 DEC 27 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mailing Address:
Post Office Box 541081
Merritt Island, FL 32954-1081

December 22, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/27/95--01061--018
****122.50 ****122.50

RE: Articles of Incorporation for
Second Chance, Inc.
File No. 95-0378

Dear Sir or Madam:

EFFECTIVE DATE
1-1-96

Please find enclosed Articles of Incorporation (original and one copy) and this firm's check in the amount of \$122.50 to cover the necessary filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Designation Registered Agent	<u>35.00</u>
	\$122.50

Please return the certified copy to the undersigned in the envelope provided.

Thank you for your attention and courtesy in filing these Articles. Should you have any questions in regard to this filing, please do not hesitate to call me.

Sincerely,

Kevin Markey

Kevin P. Markey

KPM/edb
Enclosures
cc: Client

JAN 4 1996 BSR

W94-289

502

PH 11/18/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

January 4, 1996

MARKEY & FOWLER, P.A.
P. O. BOX 541081
MERRITT ISLAND, FL 32954-1081

SUBJECT: SECOND CHANCE INCORPORATED
Ref. Number: W96000000289

Capital Connection

We have received your document for SECOND CHANCE INCORPORATED and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 596A00000511

RECEIVED
96 JUL 18 4 10 PM
DIVISION OF CORPORATIONS

Corrected

ARTICLES OF INCORPORATION
OF
RIX-HAN, INC.

FILED
93 DEC 27 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is RIX-HAN, INC. located at 320 Carmine Drive,
Cocoa Beach, Florida 32931.

ARTICLE II - DURATION

EFFECTIVE DATE
1-1-96

This corporation shall have a perpetual existence commencing January 1, 1996.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To
manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles
and property of all kinds and to render services of all kinds, and to engage in any lawful act
or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$.10 par
value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of
directors, and for all other purposes, shall be vested exclusively in the holders of the
outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is, 410 W. Merritt Avenue, Merritt Island, FL 32953 and the name of the initial registered agent of this corporation at that address is Kevin P. Markey, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws or agreement, but shall never be less than one. The name(s) and address(es) of the initial director of is/are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Hann	320 Carmine Drive Cocoa Beach, FL 32931
Mildred M. Pegelow	320 Carmine Drive Cocoa Beach, FL 32931
Robert Herd	320 Carmine Drive Cocoa Beach, FL 32931

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kevin P. Markey	410 W. Merritt Avenue Merritt Island, FL 32953

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

ARTICLE XVI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of January, 1996.


Kevin P. Markey, Esq.

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

FILED

JUL 27 PM 12:18

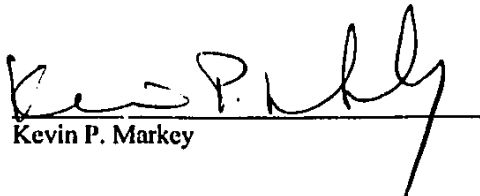
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that RIX-HAN, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named Kevin P. Markey, located at 410 W. Merritt Avenue, Merritt Island, FL 32953, as its 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 place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Kevin P. Markey