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P.O. Box 3350, TAMPA, FLORIDA 33601-3350

TELEPHONE (813) 224-0800

FAX (813) 221-1854

CABLE GRANDLAW

PLEASE REPLY TO:
TAMPA

TALLAHASSEE OFFICE
117 S. GADSDEN
TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 222-2525
FAX (904) 222-5000

December 12, 1996

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****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: RSSFL CORP.

Gentlemen:

Enclosed are an original and a copy of Articles of Incorporation for the above-named corporation, along with two original Acceptance of Registered Agent for this corporation.

Also, enclosed is our check in the amount of \$122.50, representing the following fees with respect to this corporation:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ 35.00

TOTAL \$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to our office.

Very truly yours,



DAVID W. STEEN

DWS/dmh
Enclosures

12-18-96
KR

FILED
96 DEC 16 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 DEC 16 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RSSFL CORP.

We the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

RSSFL CORP.

ARTICLE II

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be to engage in any lawful enterprise, whether commercial, industrial, or agricultural, calculated or designated to be profitable to this corporation.

ARTICLE III

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the

stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

(b) There shall be preemptive and preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold or proposed to be sold, or with respect to such options or warrants shall be granted; but all such shares of stock of any class or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the Board of Directors, subject to the preemptive and preferential rights of the then existing shareholders, on such terms and for such consideration so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE IV

Capital to Begin Business

The amount of stated capital with which this corporation shall begin business will be \$500.00.

ARTICLE V

Existence of Corporation

The existence of this corporation shall begin upon the filing with the approval by the Department of State of these Articles of Incorporation; and thereafter the existence of this corporation shall be perpetual.

ARTICLE VI

Principal Office

The principal office of this corporation shall be located at: 1539 Poinciana Avenue, Fort Myers, Florida 33901.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this Corporation which shall consist of not less than one and not more than five members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be

held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The name and street address of the First Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified is:

Name

Street Address

Scott Susnar

1539 Poinciana Ave.
Fort Myers, FL 33901

Subscribers

The name, street address, and the number of shares to which they are entitled to subscribe, of the subscribers of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Scott Susnar	1539 Poinciana Ave. Fort Myers, FL 33901	100

ARTICLE X

Transactions With Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors.

Any director of this corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders are subject to this reservation.

ARTICLE XIII


Designation of Registered Agent and Registered Office

The name and mailing address of the registered agent is:
Scott Susnar, 1539 Poinciana Avenue, Fort Myers, FL 33901. The
location of the registered office of the corporation is 1539
Poinciana Avenue, Fort Myers, FL 33901.


SCOTT SUSNAR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority on this 12th day of
December, 1996, personally appeared SCOTT SUSNAR, to me
well known to be the person described in and who signed the
foregoing Articles of Incorporation, and acknowledged to me that
he executed the same freely and voluntarily for the uses and
purposes therein expressed.


NOTARY PUBLIC STATE OF FLORIDA

Donna M. Hill
(Signature - Printed)

My Commission Expires:

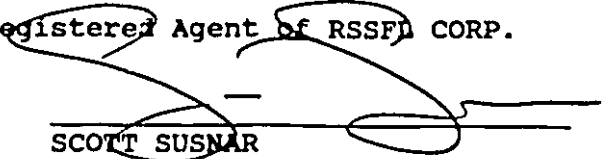
6-18-99



DONNA M HILL
My Commission: CC473402
Expires Jun. 18, 1999
Bonded by HAI
800-422-1555

Acceptance of Registered Agent

KNOW ALL MEN BY THESE PRESENTS THAT I, SCOTT SUSNAR, hereby
accept the appointment of Registered Agent of RSSFL CORP.


SCOTT SUSNAR

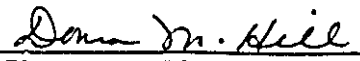
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared
SCOTT SUSNAR, who, after being duly sworn, deposes and says that
he is the aforementioned Registered Agent of RSSFL CORP., and he
executed the foregoing for the purposes therein stated.

The foregoing instrument was sworn to and subscribed before
me on this 12th day of December, 1996, by SCOTT
SUSNAR, who is personally known to me, or who has produced
FLA Drivers License identification, and who has taken an oath.



DONNA M HILL
My Commission CC473402
Expires Jun. 18, 1998
Bonded by HAI
800-422-1555


NOTARY PUBLIC - STATE OF FLORIDA

Donna M. Hill
(Signature - Printed)

My Commission Expires:

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FILED
DEC 16 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA