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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: R. KARL WARREN, P.A.
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RGB DIVERSIFIED, INC.

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ARTICLES OF INCORPORATION
OF
RGB DIVERSIFIED, INC.

This Instrument Prepared By

R. EARL WARREN
Attorney at Law
R. EARL WARREN, P.A.
359 W. Overbush St., P.O. Box 1207
ENGLEWOOD, FLORIDA 34225-1207
Telephone: (941) 474-7768
Florida Bar No.: 084978

We, the undersigned, all being of full age, do hereby
associate ourselves together for the purpose of forming and
organizing a corporation for profit under the provisions of the
Corporation Laws of the State of Florida, and we hereby adopt and
declare the following Articles of Incorporation covering the
existence and organization of this corporation.

ARTICLE I

The name of this corporation shall be RGB DIVERSIFIED, INC.

ARTICLE II

The general nature of the business to be transacted and
conducted by this corporation shall be as follows:

(a) To carry on a general investment and management
consultant and advisory business relating to investments and the
operation of businesses, plants, properties, and real and personal
property of every kind, in the United States and foreign countries,
subject to the applicable laws thereof. To maintain executive and
operating personnel for the purpose of consulting with and advising
others in all matters relating to investments and the management and
operation of businesses and other properties of every kind. To
furnish business investment and management plans and programs, to
formulate policies, and generally to advise and assist others, under

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contract or otherwise, in the management of their businesses, plants, properties, and investments. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.

To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

To engage in the business of importing goods of every kind, type, and description; to purchase and sell such goods as a

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wholesaler, retailer, distributor, or otherwise and to act as an agent or broker in the sale of goods of every kind, type, and description; to do all things as are necessary to the accomplishment of the purposes set forth herein.

(b) To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, subdivide, sell, mortgage and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation.

(c) To sell, assign, lease and deal in real and personal property in every name and nature, including real estate of others, whether individuals, partnerships or corporations, for commissions and other consideration.

(d) To engage in the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds, and any interest, estate, and rights in real, personal or mixed property, and any franchises, rights, licenses, or privileges

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necessary, convenient or appropriate for any of the purposes herein expressed.

(d) To engage in the development, improvement, management and subdivision of real property wherever situated.

(E) To engage generally in all kinds of horticultural farming, timber, citrus, cattle raising, meat packing, refrigeration, transportation, petroleum, warehousing, manufacturing, mercantile, motor vehicle, farming implements, storage and any and all other types and kinds of businesses, either directly or by and through subsidiaries, which can be done by corporations organized pursuant to provisions of the aforesaid laws of Florida now existing or as may be hereafter amended; and to own, hold, buy, sell, mortgage, pledge and otherwise exercise all acts of ownership over all kinds and classes of property, real and personal, intangible and mixed, wheresoever situate, including stocks, bonds or other securities, issued by any firm, person, corporation or association.

(g) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, dispose of, exchange, transfer, pledge or mortgage, guarantee, deal in and loan, or borrow money upon, all kinds and forms of securities, shares of capital stock, scrip, bonds, coupons, debentures, trust certificates, certificates of interest, warrants of all kinds, and interim receipts and certificates issued or created by, or claims against, any association, corporation, joint stock company, trust or association, public or private, wherever or however organized or created; to issue in exchange therefore, in

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the manner permitted by law, shares of the capital stock, bonds or obligations of the corporation; and while the holder or owner of any such shares of capital stock or securities, to possess and exercise, in respect thereof, any and all rights, powers and privileges of ownership, including the right to vote.

(h) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory, county, or municipality therein, and by any foreign state, nation, government or municipality, or other political subdivision thereof.

(i) To acquire or become interested in any securities, property or rights, by subscription, underwriting, participating in syndicates or otherwise, and to enter into contracts, either alone or with others, for the purchase, issuance and sale of any securities, property or rights, and to act as manager of any underwriting or purchasing or selling syndicate.

(j) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation or reorganization of corporations, partnerships or associations engaged in any lawful business enterprise.

(k) To make, enter into and carry out any arrangements which may be deemed to be for the benefit of the corporation, with any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision, domestic or foreign, to obtain

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therefrom or otherwise to acquire by purchase, lease, assignment or otherwise, any powers, rights, privileges, immunities, franchises, guarantees, grants and concessions; to hold, own, exercise, exploit, dispose of and realize upon the same, and to undertake and prosecute any business dependant thereon; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, association or organization of any kind, domestic or foreign, for any such purpose.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, bonds, warrants and other negotiable or transferable instruments, to borrow money for the purpose of the corporation, with or without security, and to mortgage, pledge, encumber in any manner, and/or place in the hands of trustees as security for the payment of money borrowed, or the fulfillment of any obligations of this corporation, any assets which this corporation may own or acquire; and to issue bonds, notes, debentures or other obligations to evidence such indebtedness, and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation.

(m) To lend money on time or call and with or without collateral security, and to give credit to individuals, corporations, associations or co-partnerships, and to municipalities, states, governments or any political subdivision thereof, and to realize upon any property taken by the corporation as collateral security for any loans.

(n) To cause or allow the legal title, and/or any estate,

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right or interest in any property, whether real, personal or mixed, owned, acquired, controlled or operated by the corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association or corporation, domestic or foreign, formed or to be formed, either upon trust for or as agents or nominees of this corporation, or upon any other proper terms or conditions which the Board of Directors may consider for the benefit of the corporation.

(o) To undertake, conduct, assist, promote and participate in every kind of commercial, industrial, agricultural, manufacturing mercantile or mining enterprise, business, undertaking, venture or operation in any state, territory, dependency or colony of the United States of America or its insular possessions, or in the District of Columbia, or in any foreign country.

(p) To purchase, hold, retire, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted upon, directly or indirectly.

(q) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations or corporations, and, as such, to manage, develop and extend their business or to aid any lawful enterprise.

(r) To have one or more offices, to carry on all or any part of its operations and businesses, without restriction or limit as to

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amount, in any or all of the states, districts, territories or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, corporation or state.

(s) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of and deal in real estate and personal property of every class and description, subject however, to the laws of such states, districts, territories, or countries where the same may be located.

(t) To act in all capacities as representative and/or agent, both general and special, and as salesman, solicitor, and/or broker for insurance companies, corporations and associations of any and all kinds; and as such representative and/or agent, to represent local offices, employ salesmen, solicit, sell and adjust losses for insurance of all kinds, in the operation, pursuit and furtherance of said aforesaid representation and/or agency.

(u) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, lease and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth.

(v) To erect, construct and build houses and residences

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including all outbuildings appurtenant, desirable or useful in connection therewith, and structures of all types, for residential, business, industrial or commercial use, and to lease, rent, sell and finance the construction thereof, and to that end to enter into any negotiations, commitments or contracts with any other person firm or corporation, or any political subdivision or governmental unit, including cities, counties, the State of Florida, or any agency thereof, and the United States of America or any agency or governmental unit thereof.

(w) To apply for, obtain, register, lease, purchase or otherwise acquire, and to hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of any trademarks, tradenames, patents, copyrights, formulas, with or secured under letters patent of the United States of America, or elsewhere, or otherwise; to use, exercise, develop, grant licenses in respect to, or otherwise turn to account any such trademarks, patents, licenses, processes and the like, or any such property or rights; and, further, to purchase, acquire, apply for, register, secure, hold, own or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(x) To carry on any other business, whether manufacturing or otherwise, which may seem to the corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

(y) To have any and all powers granted to corporations of

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this class by statute in the State of Florida, whether same be set forth hereinabove or not.

ARTICLE III

The maximum number of shares of stock authorized to be issued by this corporation shall be limited to 200 shares of common stock of the par value of One Hundred Dollars (\$100.00) per share, and each share of common stock shall otherwise fully participate in all stockholders' meetings and in the assets of the corporation, and shall be fully paid and nonassessable. Said shares shall be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the corporation or by its Board of Directors.

Subject to the provisions of the Corporation Laws of the State of Florida, the directors may enter into contracts with the holders of the common stock of the corporation for the purchase of any number of shares of such common stock held by such stockholders on such terms and conditions as may be agreed upon, provided that no such purchase or redemption of such common stock shall be made in any manner that will reduce the aggregate amount of the assets of the corporation, at a fair and just valuation, below an amount sufficient to equal the par value of all remaining outstanding stock of the corporation plus all other liabilities of the corporation, and provided further that no such purchase of shares shall operate as a reduction of the number of shares which this corporation is authorized to have outstanding, and that all shares of stock so purchased shall be held in the treasury of the corporation subject

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to reissue for a sufficient consideration on the order of the Board of Directors.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be \$20,000.00.

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The registered office and principal place of business of this corporation shall be 37 Riverfront Drive, Venice, Florida 34293, and its mailing address will be the same, but it may move the principal office to any other address in Florida and have such other offices, agencies, and branches at such places throughout the world as may be determined by the Board of Directors. The name of the corporation's initial registered agent at such registered office address is Richard J. Bartelme.

ARTICLE VII

The Board of Directors shall consist of at least 2 persons. At each annual meeting of the stockholders, a resolution shall be passed designating the number of persons, at least 2, who shall constitute the Board of Directors for the ensuing year, or for such period of time as said stockholders may specify at said annual meeting. The directors shall be elected by a majority vote of

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stockholders entitled to vote present and participating at the annual meetings of the stockholders to be held as prescribed by the By-laws. The Board of Directors shall have complete charge of the business of the corporation, and shall have power to elect an executive committee and delegate to it, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable. Directors of this corporation are not required to be stockholders thereof. The Board of Directors shall elect the officers of this corporation, and such officers may consist of a Chairman of the Board, a President and Executive Vice President, one or more Vice Presidents, a Secretary and a Treasurer, and such other additional officers as may be elected and as shall be provided or specified by resolutions of the Board of Directors. No officer of this corporation shall be required to be a stockholder of the corporation. All such officers shall have such rank, tenure of office, powers and duties as may be prescribed by the By-laws or the directors by appropriate resolution.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, who subject to the By-laws and these Articles of Incorporation, shall hold office for the first year of the existence of this corporation, or until their successors are duly elected and qualified, shall be:

NAME

RICHARD J. BARTELME

ADDRESS

37 Riverfront Drive
Venice, Florida 34293

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<u>NAME</u>	<u>ADDRESS</u>
ALICE M. BARTELME	37 Riverfront Drive Venice, Florida 34293
ROBERT A. BARTELME	230 Timber Lake Cir. #203 Naples, Florida 33942

The names and post office addresses of the officers who subject to the By-laws and these Articles of Incorporation shall hold office for the first year of the existence of this corporation, or until their successors are duly elected and qualified, shall be:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
RICHARD J. BARTELME	President	37 Riverfront Drive Venice, Florida 34293
ROBERT A. BARTELME	Vice-President	230 Timber Lake Cir. #203 Naples, Florida 33942
ALICE M. BARTELME	Secretary/ Treasurer	37 Riverfront Drive Venice, Florida 34293

ARTICLE IX

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares of stock which they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
RICHARD J. BARTELME & ALICE M. BARTELME	37 Riverfront Drive Venice, Florida 34293	200

said shares being subscribed for at the par value thereof, namely,

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One Hundred Dollars (\$100.00) per share, making an aggregate subscription of \$20,000.00.

ARTICLE X

The original By-laws of this corporation shall be made, prepared and adopted by the incorporator by a majority vote thereof; thereafter, the said By-laws may be amended, changed, repealed or enlarged by the Board of Directors by a majority vote of the directors present at any regular meeting of said Board or any special meeting called for such purposes. The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued, and to replace lost or destroyed certificates by a new issue.

ARTICLE XI

All meetings of the stockholders and directors, or either of them, may be held within or without the State of Florida, upon such call and notice as may be prescribed by the By-laws or by the Board of Directors.

ARTICLE XII

No contract or other transaction between the company and any other corporation, whether or not a majority of the capital stock of the same shall be owned by the company, shall be affected or invalidated by reason of the fact that any one or more of the directors of the company is or are interested in, or is a director or officer or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or

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transaction of the company or in which the company is interested, and no contract, act or transaction of the company with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or directors, officer or officers of the company is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the company for the benefit of himself or any firm, association or corporation in anywise interested.

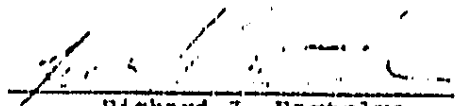
ARTICLE XIII

This corporation shall indemnify and save harmless its officers and directors of and from any suits, actions or judgments arising out of their conduct of the affairs of the corporation, in which suit, action or judgment any liability shall be alleged or imposed upon any of the corporation's officers or directors, from any act done by any such officers or directors in behalf of the corporation; and the corporation further shall pay all costs, legal expenses, and any other charges that said officers or directors may incur in the defense of any claim, suit or action that may be instituted against said officers or directors in their individual capacity; it being the purpose and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf.

IN WITNESS WHEREOF, We, the incorporators named above, have

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hereunto set our hand and seal this 14th day of March, 1996.

 [SEAL]
Richard J. Bartelme

 [SEAL]
Alice M. Bartelme

STATE OF FLORIDA }
 }
COUNTY OF SARASOTA }

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared RICHARD J. BARTELME and ALICE M. BARTELME who produced a Florida driver's license or other satisfactory proof for identification or who are to me well known and known to me to be the persons described in and who subscribed the foregoing Articles of Incorporation of RGB DIVERSIFIED, INC. and they acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, Florida,
this 14th day of March, 1996


Notary Public

My Commission #: _____
My Commission Expires: _____



BEVERLY JEAN CORNWELL
MY COMMISSION # 00466252 EXPIRES
May 3, 1999
BONDED THRU TRICY FARM INSURANCE, INC

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

FILED
56 MAR 15 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That RGB DIVERSIFIED, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 37 Riverfront Drive, Venice, Florida 34293, has named Richard J. Bartelme, located at 37 Riverfront Drive, Venice, Florida 34293, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Richard J. Bartelme

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