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96 APR 29 PM 2:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

SUBJECT ~~RIOS ENTERPRISES, INC.~~ Rios Company Inc. of Okeechobee
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for $ 70.00.

900996-8005

FROM: James N. Tyler, M.B.A.
301 N. Parrott Avenue
Okeechobee, FL 34972

(813) 467-4200

NOTE: Please provide the original and one copy of the articles.

P 4/29/96

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1996

JAMES N. TYLER
301 N PARROTT AVE
OKEECHOBEE, FL 34972

SUBJECT: RIOS ENTERPRISES, INC.
Ref. Number: W96000008005

We have received your document for RIOS ENTERPRISES, INC. and check(s) totaling $70.00. 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.

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 896A00016983

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

RIOS COMPANY INC. OF OKEECHOBEE

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THE CORPORATION IS:

RIOS COMPANY INC. OF OKEECHOBEE

ARTICLE II

THE DURATION OF THE COPORATION IS PERPETUAL.

ARTICLE III

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1.) TO SUCH EXTEND AS A CORPORATION ORGANIZED UNDER THE BUSINESS CORPORATION LAW OF THIS STATE MAY NOW OR HEREAFTER LAWFULLY DO, TO DO, EITHER AS PRINCIPAL OR AGENT AND EITHER ALONE OR IN CONNECTION WITH OTHER CORPORATIONS, FIRMS, OR INDIVIDUALS ALL AND EVERYTHING NECESSARY, SUITABLE, CONVENIENT, OR PROPER FOR, OR IN CONNECTION WITH, OR INCIDENT TO, THE ACCOMPLISHMENT OF ANY OF THE ATTAINMENT OF ANY MORE OF THE OBJECTS HEREIN ENUMERATED, OR DESIGNED DIRECTLY OR INDIRECTLY TO PROMOTE THE INTERESTS OF THIS CORPORATION OR TO ENHANCE THE VALUE OF ITS PROPERTIES; AND IN GENERAL TO DO ANY AND ALL THINGS AND EXERCISE ANY AND ALL POWERS, RIGHTS, AND PRIVILIGES WHICH A CORPORATION MAY NOW OR HEREAFTER BE ORGANIZED TO DO OR TO EXERCISE UNDER THE BUSINESS CORPORATION LAW OF THIS STATE OR UNDER ANY ACT AMENDATORY THEREOF, SUPPLEMENTAL THERETO, OR SUBSTITUED THEREFORE.

2.) TO DO SUCH THINGS THAT ARE INCIDENTAL TO THE

[illegible] OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS FIVE HUNDRED (500). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE $1.00 PAR VALUE.
EVERY SHAREHOLDER, UPON SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

THE CORPORATION IS AUTHORIZED TO ISSUE ONLY ONE CLASS OF STOCK, AND ALL ISSUED STOCK SHALL BE HELD OF RECORD BY NOT MORE THAN THIRTY FIVE (35) PERSONS. STOCK SHALL BE ISSUED AND TRANSFERABLE ONLY TO NATURAL PERSONS WHO ARE NOT NONRESIDENT ALIENS.

ARTICLE V

THE ADDRESS OF THE INITIAL REGISTERED OFFICE IS: 301 NO. PARROTT AVE. OKEECHOBEE, FLORIDA, 34972 AND THE NAME OF ITS INITIAL RESIDENT AGENT IS: JAMES N. TYLER. THE CORPORATION'S OPERATING ADDRESS IS: 301 NO. PARROTT AVE. P.O. BOX 3191, OKEECHOBEE, FL. 34973.

ARTICLE VI

THE SOLE DIRECTOR CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1).

JAMES N. TYLER
301 NO. PARROTT AVE
P.O. BOX 3191
OKEECHOBEE, FL. 34973

ARTICLE VII

DIRECTORS - REMOVAL BY STOCKHOLDERS. THE STOCKHOLDERS SHALL HAVE THE RIGHT AT ANY REGULAR MEETING, OR AT ANY SPECIAL MEETING CALLED FOR SUCH PURPOSE, TO REMOVE ANY DIRECTOR OF THE CORPORATION WITH OR WITHOUT CAUSE.

ARTICLE VIII

DIRECTORS - INDEMNIFICATION. THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX

STOCKHOLDERS' MEETINGS. THE PRESENCE, AT ANY STOCKHOLDER'S MEETING, IN PERSON OR BY PROXY, OF PERSONS ENTITLED TO VOTE ALL OF THE SHARES OF THE CORPORATION THEN ISSUED AND OUTSTANDING SHALL CONSTITUTE A QUORUM OF THE TRANSACTION OF BUSINESS.

THE AFFIRMATIVE VOTE OF THE OUTSTANDING SHARES OF THE CORPORATION SHALL BE CONSIDERED THE ACT OF THE STOCKHOLDERS.

ARTICLE X

DIRECTORS' MEETINGS. ALL OF THE AUTHORIZED NUMBER OF DIRECTORS SHALL CONSTITUTE A QUORUM OF THE BOARD OF DIRECTORS FOR THE TRANSACTION OF BUSINESS.

THE CONSENT OF ALL OF THE DIRECTORS SHALL BE REQUIRED TO CONSTITUTE ANY ACT OR DECISION OF THE BOARD OF DIRECTORS.

ARTICLE XI

THE NAME AND THE ADDRESS OF THE INCORPORATOR IS:

James N. Tyler
301 N. Parrott Ave.
PO Box 3191
Okeechobee, FL. 34973

EXECUTED BY THE UNDERSIGNED AT OKEECHOBEE, FLORIDA ON THIS 4th Day OF APRIL 1996.

JAMES N. TYLER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKEECHOBEE:

BEFORE ME THE UNDERSIGNED AUTHORITY AUTHORIZED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGMENTS PERSONALLY APPEARED JAMES N. TYLER, ON THE 4th DAY OF April 1996, AND WHO AFTER BEING DULY CAUTIONED [illegible] DEPOSED AND STATED THAT THEY EXECUTED THE SAME FOR THE PURPOSES EXPRESSED THEREIN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 4th DAY OF April, 1996.

DETTE P. MOORE
Notary Public, State of Florida
My comm. expires July 6, 1998
Comm. No. CC 390204

Dette P. Moore
NOTARY PUBLIC

CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

JAMES N. TYLER, HEREBY AGREES TO BE THE RESIDENT AGENT FOR--**RIOS COMPANY INC. OF OKEECHOBEE** AND FURTHER HEREBY AGREES TO ACCEPT ANY AND ALL CORRESPONDENCE DIRECTED TO SAID CORPORATION ADDRESSED TO THE REGISTERED OFFICE AT:

301 NO. PARROTT AVE.
P.O. BOX 3191
OKEECHOBEE, FL 34973

JAMES N. TYLER