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COVER LETTER
FOR
ARTICLES OF INCORPORATION for RCI SERVICES INTERNATIONAL

FILED
95 APR 26 AM 8:48
TALLAHASSEE, FLORIDA

FRANK J. NOVAK
11590 SEMINOLE BLVD., A-2
SEMINOLE, FLORIDA 34648

APR. 23, 1996

HONORABLE SANDRA MORTHAM
SECRETARY OF STATE
STATE OF FLORIDA

RECEIVED
APR 26 1996
TALLAHASSEE, FLORIDA

DEAR MRS. MORTHAM:

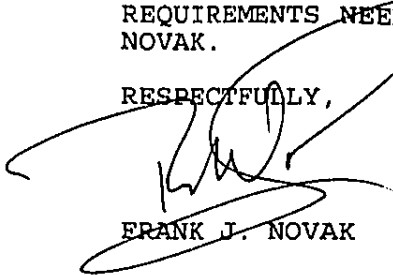
ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR
RCI SERVICES INTERNATIONAL. IN ADDITION, YOU WILL FIND
A CHECK FOR \$70.00 (SEVENTY DOLLARS) TO COVER FILING FEES.

THE RETURN ADDRESS FOR ACKNOWLEDGEMENT OF ACCEPTANCE OF
THESE ARTICLES IS AT THE OFFICE OF THE INCORPORATOR:

FRANK J. NOVAK
NOVAK AGENCY
11590 SEMINOLE BLVD., A-2
(813) 393-0640

IF THERE ARE ANY QUESTIONS, ADDITIONAL INFORMATION, OR
REQUIREMENTS NEEDED FOR FILING, PLEASE CONTACT FRANK J.
NOVAK.

RESPECTFULLY,


FRANK J. NOVAK

F. CHESSEY MAY 1 1996

ARTICLES OF INCORPORATION
OF
RCI SERVICES INTERNATIONAL, INC.

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95 APR 26 AM 8:45

I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is RCI Services International, Inc. The principle location of the corporation is 3924 39th Circle S., St. Petersburg, FL 33711.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual, and its corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are to engage in any lawful act or activity of business for which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation shall have authority to issue is 300 nonassessable, have a par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares of the corporation as permitted by law, the corporation, by action of the Board of Directors may purchase or redeem outstanding shares as permitted by its bylaws or agreement entered into by its shareholders.

ARTICLE V. REGISTERED OFFICE

The Registered Office of the corporation shall be: 11590 Seminole Blvd., C-1, Largo, FL 34648.

ACKNOWLEDGEMENT

COUNTY OF PINELLAS }
STATE OF FLORIDA }

Before me, a Notary Public in and for the County and State aforesaid, personally appeared Frank J. Novak, Incorporator of RCI Services International, who acknowledged that he signed the foregoing Articles of Incorporation his free act and deed on this 23 day of Apr., 1996.


NOTARY PUBLIC



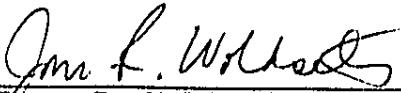
My commission expires:

ARTICLE VI. APPOINTMENT OF REGISTERED AGENT

APPOINTMENT: James R. Woldseth, 11590 Seminole Blvd., C-1 Largo, Florida 34648, is hereby appointed as the Registered Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Registered Agent of RCI Services International on whom process and other notice may be served. I am familiar with and accept the obligations provided for in Florida Stat. Ann. Sec. 607.325.

Date: April 23, 1996


James R. Woldseth
11590 Seminole Blvd., C-1
Largo, FL 34648

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors composing the Initial Board of Directors is (3). The names and addresses of the members of the Initial Board of Directors are:

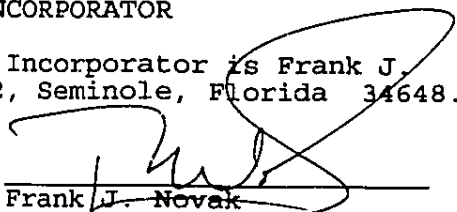
Mark C. Wooster- President & Treasurer
P.O. Box 7953
St. Petersburg, Florida 33734

Gary W. Tipton - Vice President & Secretary
P.O. Box 7953
St. Petersburg, Florida 33734

Michael Robinson - Asst. Vice President
P.O. Box 7953
St. Petersburg, Florida 33734

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is Frank J. Novak, 11590 Seminole Blvd., A-2, Seminole, Florida 34648.


Frank J. Novak
Incorporator

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CLERK OF STATE
TALLAHASSEE, FLORIDA