

P960000 44842

MJC

MICHAEL J. COOPER
ATTORNEY AT LAW

321 NEW ARD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-4500 • FAX 352-732-4501

FILED
MAY 20 10 50 AM '96
TALLAHASSEE, FLORIDA

May 17, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

800001831100
-05/21/96--01012--014
***122.50 ***122.50

RE: R B & ASSOCIATES, INC.

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above corporation, (including designation of Resident Agent) together with a check payable to your order in the amount of \$122.50 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	52.50
Filing fee for Certificate of Registered Agent	35.00
TOTAL:	\$122.50

Please return the certified copy of the Charter to me. Thank you for your cooperation in this matter.

Sincerely yours,

Michael J. Cooper

MJC/rxw
Enclosures: Original Charter
Photocopy of Charter
Check

xc: Mr. Vincent Arnold

F. CHESSE

MAY 28 1996

ARTICLES OF INCORPORATION

OF

R B & ASSOCIATES, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
95 MAY 20 1991
TALLAHASSEE
FLORIDA

ARTICLE I - NAME

The name of the corporation is R B & ASSOCIATES, INC. with a mailing address of 1100 SE 58th Avenue, Ocala, FL 34471.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is: 1100 SE 58th Avenue, Ocala, FL 34471. The name of its initial Registered Agent is Michael J. Cooper, whose address is: 321 NW Third Avenue, Ocala, FL 34475.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors are:

VINCENT ARNOLD
1100 SE 58th Avenue
Ocala, FL 34471

MICHAEL J. COOPER
321 NW Third Avenue
Ocala, FL 34475

ARTICLE VII - INCORPORATORS

The name and address of the incorporator is:

MICHAEL J. COOPER
321 NW Third Avenue
Ocala, FL 34475

ARTICLE VIII - IRS ADOPTION

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 17th day of May, 1996.



MICHAEL J. COOPER, Incorporator

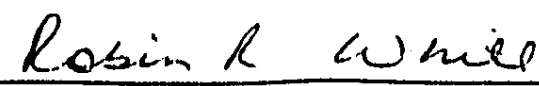
I, MICHAEL J. COOPER, accept the office of Registered Agent. I am located at 321 NW Third Avenue, Ocala, FL 34475, the registered office of this corporation.


MICHAEL J. COOPER, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

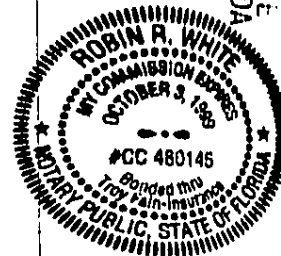
THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of May, 1996, by MICHAEL J. COOPER, as Incorporator and Registered Agent, who:

- A) Is personally known to me; and
- B) Did take an oath.


Robin R. White, Notary Public

AFFIX SEAL/EXPIRATION DATE:

FILED
96 MAY 20 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



MJC

MICHAEL J. COOPER
ATTORNEY AT LAW

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34778 • TELEPHONE 352-732-4500 • FAX 352-351-3859

December 10, 1996

P96000044842

Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

ATTENTION: **Stacy Prather, Document Specialist**

RE: **R B & ASSOCIATES, INC.**

200002040482--6
-12/30/96--01010--010
*****35.00 *****35.00

Dear Ms. Prather:

With regard to your recent correspondence, we have completed the suggested form Articles of Amendment and are enclosing herewith and original and one photocopy, along with a check in the amount of \$35.00 as and for the required filing fee. Please return a confirmation copy to us.

Thank you for your attention to this matter.

Sincerely yours,


Michael J. Cooper

MJC/rw
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
56 DEC 13 PM 3:33
APPROVED
AND
FILED

RECEIVED
36 DEC 13 PM 3:12
DIVISION OF CORPORATIONS

*M P96000044842
Amend
Dec 13-96*

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
R. B. & ASSOCIATES, INC.
CHARTER NUMBER P8600044842**

Pursuant to the provisions of Section 607.1008, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: (Indicate Article number(s) being amended, added or deleted)

THE OFFICERS/DIRECTORS SHALL BE CHANGED SUCH THAT MICHAEL J. COOPER SHALL BE DELETED AND VINCENT ARNOLD SHALL BE SUBSTITUTED THEREFORE AS OFFICER/DIRECTOR.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows: **NOT APPLICABLE**

THIRD: The date of each Amendment's adoption:

NOVEMBER 1, 1996

FOURTH: Adoption of Amendment(s): (check one)

- The amendment(s) was/were approved by the Shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the Shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): "The number of votes cast for the amendment(s) was/were sufficient for approval by _____".
(voting group)
- The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

Signature: _____

(By the Chairman or Vice-Chairman of the Board of Directors, President or other Officer if adopted by the Shareholders OR by a Director if adopted by the Directors OR by an incorporator, if adopted by the incorporators)

Print Name: Michael J. Cooper

Title: Incorporator

RECEIVED
NOV 13 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED