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W. NELSON KIRKLAND



Please Reply to:  
Post Office Box 400  
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

May 23, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

900001843399  
-05/29/96--01140--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation for The Rogers Group  
International, Inc.

Dear Sir or Madam:

Enclosed in duplicate please find the Articles of Incorporation for the above captioned corporation together with designation of the Registered Agent. We also enclose our firm's check in the amount of \$122.50 for your fees.

Subsequent to the filing of the enclosed Articles of Incorporation, please forward the certified copy of same to my office at the above address.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS  
& KIRKLAND, P.A.

*Bob H*  
Robert W. Hendrickson, III

RWH:pg  
Enclosures

[AL JUN - 3 1996]

FILED  
95 MAY 28 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE ROGERS GROUP INTERNATIONAL, INC.

FILED  
96 MAY 28 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be THE ROGERS GROUP INTERNATIONAL, INC., a Florida corporation. The street address of the initial principal office of the Corporation and the Corporation's mailing address is 1206 Manatee Avenue W., Bradenton, FL 34205.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - DATE OF COMMENCEMENT AND TERM OF EXISTENCE

Existence of the Corporation shall commence on filing these

Articles of Incorporation with the Florida Department of State, and shall continue perpetually.

#### ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$5.00 per share. The Corporation will have no other classes of shares.

#### ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

#### ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or

the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

#### ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

#### ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 1206 Manatee Avenue West, Bradenton, Florida 34205.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be ROBERT W. HENDRICKSON, III.

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
ROBERT W. HENDRICKSON, III	1206 MANATEE AVE. W. BRADENTON, FL 34205

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has

executed these Articles of Incorporation on this 23<sup>rd</sup> day of May, 1996.

Robert W. Hendrickson, III  
ROBERT W. HENDRICKSON, III

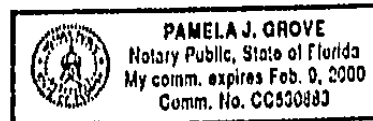
MANATEE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23 day of May, 1996, by Robert W. Hendrickson, III, who is personally known by me and who did take an oath.

Pamela J. Grove  
NOTARY PUBLIC (SEAL)

Pamela J. Grove  
Typewritten Name of Notary

MY COMMISSION EXPIRES:



**ACCEPTANCE**

I hereby accept to act as initial Registered Agent for THE ROGERS GROUP INTERNATIONAL, INC., as stated in these Articles of Incorporation.

Robert W. Hendrickson, III  
Robert W. Hendrickson, III

FILED  
96 MAY 28 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA