

P960000 48722

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No 53069

RE: 2 R, Jr.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Capital Express™
 Art. of Inc. File
 Corp. Record Search
 Ltd. Partnership File
 Foreign Corp. File
 () Cert. Copy(s)

Art. of Amend. File
 Dissolution/Withdrawal
 C U S -

Filiculous Name File
 500000355415
 -06/07/96-01030-005
 ***122.50 ***122.50

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, _____ Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prop.
 FAX () pgs.

SUBTOTALS _____

95 JUN - 71 AM 11:48
 FILED
 DISBURSED
 TALLAHASSEE, FLORIDA

96 JUN - 71 AM 10:05
 RECEIVED
 DIVISION OF CORPORATION

K. CHESGER JUN 7 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<u>[Signature]</u>		

WALK-IN Will Pick Up 6/7 12:00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
2R, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN -7 AM 11:49

FILED

ARTICLE I
CORPORATE NAME

The name of this corporation is 2R, INC.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The nature of the business to be transacted by this corporation is to engage in the purchase, sale of real estate as owners/developer and any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$1.00.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Kathy D. Sheive
919 W. Emmett St.
Kissimmee, FL 34744

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have two (2) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII
INITIAL DIRECTOR

The names of the initial directors of this Corporation and their street addresses are:

Antonio I. Ramirez
1200 Marlo Rd.
Kissimmee, FL 34744

Ronald J. Hawley
2339 Neptune Rd.
Kissimmee, FL 34744

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until their successor(s) are elected and have qualified, whichever occurs first.

ARTICLE VIII
INCORPORATOR

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

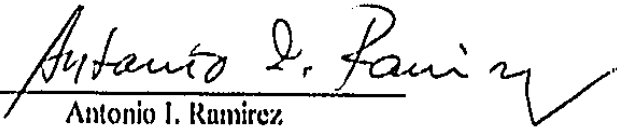
Antonio I. Ramirez
1200 Marlo Rd.
Kissimmee, FL 34744

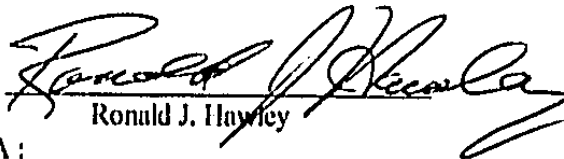
Ronald J. Hawley
2339 Neptune Rd.
Kissimmee, FL 34744

**ARTICLE IX
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 20th day of June, 1996.


Antonio I. Ramirez

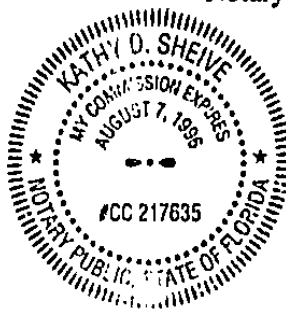

Ronald J. Hawley

STATE OF FLORIDA :
COUNTY OF OSCEOLA:

BEFORE ME, the undersigned authority, personally appeared Antonio I. Ramirez and Ronald J. Hawley, personally known to me and who, after having been by me duly sworn upon their oaths, depose and state that they are the persons described herein as Incorporators and who acknowledged before me that they subscribed these Articles of Incorporation on this 20th day of June, 1996.


Notary Public, State of Florida

My commission expires:



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

In compliance with Section 48.091 and 607.034 of the Florida Statutes, the following is submitted:

That 2R, INC., desiring to organize under the laws of the State of Florida, with its principal office being 2339 Neptune Rd., City of Kissimmee, County of Osceola, State of Florida, has named KATHY D. SHEIVE, ESQUIRE, located at 919 Emmett Street, City of Kissimmee, County of Osceola, State of Florida, as its agent to accept service of process within the State of Florida.

DATED this 10th day of June, 1996.

2R, INC.

BY: *Ronald A. Hawley*
President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 10th day of June, 1996.

Kathy D. Sheive
Kathy D. Sheive, Esquire

FILED
JUN - 7 AM 11:49
CLERK OF STATE
TALLAHASSEE, FLORIDA