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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500001861605
-06/14/96--01001--018
****122.50

SUBJECT: RICH RICHARDSON ENTERPRISES INC.

Enclosed is an original and one (1) copy of the Articles of
Incorporation and our check for \$ 122.50.

FROM:
William W. Richardson II
311 Beverly Parkway
Pensacola, Florida 32505

6/14/96
FILED
96 JUN 13 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TB

ARTICLES OF INCORPORATION

OF

RICH RICHARDSON ENTERPRISES INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: RICH RICHARDSON ENTERPRISES INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 311 Beverly Parkway, Pensacola, Florida 32505.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1000) Shares.

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
William W. Richardson II
3345 Pursell Lane
Pensacola, Florida 32526

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ARTICLE V INCORPORATORS

- The names and street addresses of the incorporators to these Articles of Incorporation is:

William W. Richardson II-President
3345 Pursell Lane
Pensacola, Florida 32526

Sarah R. Richardson -Secretary
3345 Pursell Lane
Pensacola, Florida 32526

The undersigned incorporators have executed these Articles of Incorporation this 12th day of June 19 96


WILLIAM W. RICHARDSON II


SARAH R. RICHARDSON

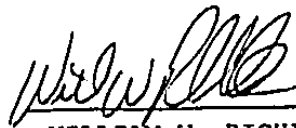
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The Name of the corporation is: RICH RICHARDSON ENTERPRISES INC.
2. The name and address of the registered agent and office is:

William W. Richardson II
3345 Pursell Lane
Pensacola, Florida 32526

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



WILLIAM W. RICHARDSON II

Date: 6/12/96

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FLORIDA