

ERIC D. ABEL
ATTORNEY AND COUNSELOR AT LAW

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Ms. Sandra B. Mortham
Secretary of State
State of Florida
Division of Corporations
Tallahassee, Florida 32302

RE: STORAGE TECHNOLOGY & SERVICES, INC.

Dear Ms. Mortham:

I serve as the attorney for the above-referenced corporation. Enclosed please find Articles of Incorporation for filing in your office. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing this incorporation.

If you have any questions, please give me a call at your earliest convenience.

Very truly yours,

By: 

Eric D. Abel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 24 PM 12:01

FILED

encl., as stated

9/26

ARTICLES OF INCORPORATION
OF
STORAGE TECHNOLOGY & SERVICES, INC.

FILED
96 SEP 24 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9/16/96

ARTICLE I. NAME

The name of this corporation shall be Storage Technology & Services, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be 16th of September, 1996.

This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the business of wholesale and retail sales of goods, the provision of diverse services, for transacting any and all other business and activities, and for engaging in the transaction of any and all business activities permitted under Chapter 607, Florida Statutes, and laws of United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of one dollar (\$1.00) par value common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than two. The directors of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the By-Laws. The election of directors shall be by majority vote.

Any director may be removed from office at any time with or without cause by the affirmative majority vote of the outstanding shares.

The names and addresses of the individuals who shall serve as members of the Initial Board Of Directors are:

Jeffrey D. Carnahan
7149 W. Pinebrook Street
Crystal River, Florida 34429

Eric D. Abel
74 W. Chase Street
Hernando, Florida 34442

ARTICLE VIII. QUORUM AND MEETINGS

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51%) of the total number of directors shall be present at the meeting, in person or by proxy.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 74 W. Chase Street, Hernando, Florida 34442.

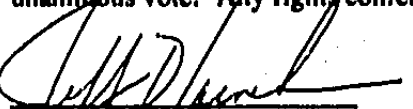
The name of the individual who shall serve as this corporation's initial registered agent and the address therefor is: Eric D. Abel, Attorney, 74 W. Chase St., Hernando, FL 34442.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Jeffrey D. Carnahan, 7149 W. Pinebrook St., Crystal River, Florida 34429.

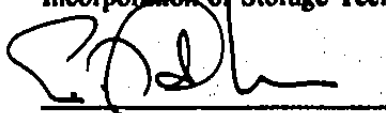
ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.


Jeffrey D. Carnahan, Incorporator

State of Florida
County of Citrus

On this 13th day of August, Jeffrey D. Carnahan, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of Storage Technology & Services, Inc.



Notary Public

(Seal)



ERIC D ABEL
My Commission 0043034
Expires Feb 18 1996
Bonded by AAB
800 882 9878

I hereby accept my designation as registered agent and agree to serve as the registered agent of Storage Technology & Services, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Storage Technology & Services, Inc.



Eric D. Abel, Registered Agent

FILED
96 SEP 24 PM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ERIC D. ABEL
ATTORNEY AND COUNSELOR AT LAW

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352

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March 4, 1997

Secretary of State
Division of Corporations
409 E. Gainer St.
Tallahassee, FL 32399

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SECRET
TALLAHASSEE, FLORIDA

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RE: AMENDMENT OF ARTICLES; CHANGE OF NAME

Enclosed, please find an Article of Amendment
for Storage Technology & Services, Inc. for changing
its name to Rio Land Corp.

Please make this change on your register. The
fees for this amendment are \$35.00. Also, please
forward to me a copy of the Article, in certified
form. An additional \$2.50 is enclosed for that
purpose.

Call with any questions, at 352-746-6121.

Thank you -
Eric D. Abel

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
STORAGE TECHNOLOGY & SERVICES, INC.**

Pursuant to the provisions of Fla. Stat. §607.1006, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation:

1. The name of the corporation is **Storage Technology & Services, Inc.**
2. The Articles of Incorporation are hereby amended, as follows:

Article I. Name

The name of the corporation shall be:
Rio Land Corp

3. The foregoing amendment was adopted on the 31st day of January, 1997.
4. The foregoing amendments were duly approved and adopted by unanimous vote of the board of directors, without shareholder action and shareholder action was not required.

Dated this 4th day of March, 1997.

Storage Technology & Services, Inc.,
n/k/a Rio Land Corp.

By: [Signature]

Eric D. Abel, President, Director
and Sole Shareholder

By: [Signature]

Eric D. Abel, Secretary

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 4th day of February, 1997, by Eric D. Abel, as President and Secretary of Storage Technology & Services, Inc., n/k/a Rio Land Corp., who is personally known to me.

[Signature]
Notary Public LISA M BAZEMORE



LISA M BAZEMORE
My Commission CC334351
Expires Dec. 08, 1997
Bonded by HAI
800-422-1555

FILED
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TALLAHASSEE, FLORIDA