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NEW FILINGS	AMENDMENTS			
1 Profit	Amendment			
NonProfit	Resignation of R.A., Officer/ Director			: 0
Limited Liability	Change of Registered Agent			3
Domestication	Dissolution/Withdrawal			
Other	Merger			্য ব
				
OTHER FILINGS	REGISTRATIO QUALIFICATI			13
Annual Report		311		13
Fictitious Name	Foreign Limited Partnership			
Name Reservation	Reinstatement			
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Examiner's Initials

ARTICLES OF INCORPORATION

OF

RCR INTERNATIONAL CORP.

ARTICLE I. NAME

The name of this corporation shall be RCR INTERNATIONAL CORP.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the FLORIDA SECRETARY OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

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 fifteen 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 one (1). 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 one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Robert C. Robards

P.O. Box 1630, Boca Raton, FL 33429-1630

ARTICLE VIII. INJEMNIFICATION

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 IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial office shall be: P.O. Box 1630, Boca Raton, FL 33429-1630.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Robert C. Robards. Registered office address is: 1251 S.W. 18th St. Boca Raton, Fl. 33486.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Robert C. Robards

P.O. Box 1630, Boca Raton, FL 33419-1630

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

The undersigned hereby accepts the designation of Registered Agent of Robert C. Robards, as set forth in these Articles of Incorporation.

ROBERT C. ROBARDS

as Registered Agent/Incorporator

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

BEFORE ME ON This ______ day of October, 1996, Robert C.
Robards designated above as the individual who shall serve as this
corporation's initial registered agent and incorporator, personally
appeared before me and signed and acknowledged signing these
Articles Of Incorporation of RCR International Corp.

Notary Public

Print Name (Title)

BARBARA SULLIVAN

(Seal)

My Commission Expires:

BARPARA SULLIVAN
MY COMMISSION & CORDOSO EXPIRES

AUGUST 4, 1997

BUAGED THE UTROY FAIR DISTRANCE, INC.

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