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KEY & WASHINGTON KENDALL
ATTORNEYS AND COUNSELORS AT LAW

OWENDOLYN S. KEY, Esquire

MAMIE WASHINGTON KENDALL, Esquire

October 24, 1996

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

RE: Rimes, Inc.
Articles of Incorporation

400001987424--3
-10/28/96--01061--013
****122.50 ****122.50

Dear Sir or Madam:

Please find the enclosed Articles of Incorporation. Please return a certified copy of the articles to the Belle Glade address.

Enclosed please find the necessary fees of \$122.50.

Sincerely,

Mamie W. Kendall

Mamie Washington Kendall, Esquire

MWK:lw

Enclosure

Lison GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art 1 #2
DATE 10/30/96
EXAM BS

*Principal office
RA office*

FILED
96 OCT 28 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 30 1996

**ARTICLES OF INCORPORATION
OF
RIMES, INC.**

FILED
96 OCT 28 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida as the same may from time to time exists, hereby certify as follows:

ARTICLE I. NAME

1. The name of the company is "RIMES, INC."
2. The principal office of the company will be situated at 209 Royal Palm Way, Belle Glade, Palm Beach County, Florida.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by the organization are as follows:

1. To engage in any activities or business permitted under the laws of the United States and Florida.
2. To carry on business as commission agents, general merchants, importers, exporters and distributors of merchandise of all description and to carry on to the business the manufacturers of the dealers in all kinds of products and in particular without prejudice to the generality of the foregoing words to buy, sell, import, export, manufacture, hire, barter, exchange, pledge and deal in goods, stores, consumable articles, merchandise, chattels and effects of all kinds both wholesale and retail and to transact every kind of agency business.
 - 2.1. To act as agents or managers in carrying on any business concerns and undertakings and to employ experts to investigate and examine into the condition, engagement, prospects, value and circumstances and generally of any assets, property or rights of any kind.

2 2 To carry on business of advisers on problems relating to the administration and organization of industry and business and the training of personnel for industry and business and to carry on all or any of the business of industrial business and personnel consultants and to advise upon the means and methods for extending developing and improving all types of businesses or industries and all systems or processes relating to the production storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

3. To undertake and carry on any other trade or business whatsoever which can, in the opinion of the company, be advantageously or conveniently carried on by the company by way of extension of or in connection with any business which the company is authorized to carry on or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the company's assets, property or rights.

4. To acquire and take over the whole or any part of the business property and liabilities of any person or persons, firm or corporation, carrying on any business which this company is authorized to carry on, or possessed of any property or rights suitable for the purpose of this company.

5. To acquire, hold, sell and mortgage the shares, stock, bonds, debentures, or securities in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem desirable in the interest of the company.

6. To purchase, take on lease or in exchange, hire or otherwise, acquire, and if through fit to sell, exchange, lease or operate, real and personal property and rights of all kinds, and in particular but without prejudice to the generality of the foregoing lands, buildings, easements, mines, mining rights, metalliferous lands, concessions, copyrights, inventions, agencies, processes, trademarks, patents, licenses, contracts, machinery, plant, stock-in-trade, monopolies, stations, farms,

public works, and business concerns and undertakings.

7. To construct, maintain, improve, develop, work, manage, carry out or control any buildings, roads, ways, tramways, railways, branches, or sidings, bridges, reservoirs, watercourses, wharves, manufactories, warehouses, electric works, stores, shops and other works and conveniences which may seem to the company directly or indirectly calculated to advance its interest, and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.

8. To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the company's objects and to grant licenses to use the same.

9. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.

10. To enter into any arrangements with any government or authorities supreme, municipal, local or otherwise that may seem conducive to the company's objects or any of them, and to obtain from any government or authority any rights, privileges, and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

11. To amalgamate with any other company or companies.

12 To borrow or raise or secure the payment of money by mortgage, or by the issue of debenture or debenture stock, perpetual or otherwise, or in such other manner as the company shall think fit, and for the purpose aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital and collaterally or further to secure any securities of the company by a trust deed or other securities.

13 To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.

14 To receive loans at interest or otherwise from, and to lend money and give credit to, any person or company, where the doing so may seem advantageous or desirable in the interest of the company.

15 To issue on commission, subscribe for, take, acquire and hold, sell or exchange, stocks, bonds, obligations, or securities of any government authority or company.

16 Upon any issue of shares, debentures or other securities of the company, to employ brokers, commission agents, underwriters, and other persons, and to provide for the remuneration of such persons for their services by payment in cash, or by the issue of shares, debentures or other securities of the company, or by the granting of option to take the same, or in any other manner allowed by law.

17 To draw, make accept, endorse, discount, execute, and issue promissory notes, bills or exchange, bills of lading, warrants, debentures and other negotiable, transferable or mercantile instruments.

18 To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this company, or of undertaking any business or operations which may appear likely to assist or benefit this company or to enhance

the value of any property or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities or any such company as aforesaid.

19. To assign to any member or class of members any preferential, special or qualified rights of privileges over or as compared with any other members as regards participation in profits or assets, and as regards voting, and as regards winding-up or otherwise howsoever.

20. To establish and support or aid in the establishment and support of association, institution, clubs, funds, trusts, and conveniences calculated to benefit employees or ex-employees or directors or ex-directors of the company or its predecessors in business or the dependents or connections of such persons, and to grant pensions, allowances and charitable aid, and to make payments towards insurance for the benefit of any such persons, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibitions or for any public general useful object whatsoever.

21. To remunerate any person, firm or company for services rendered or to be rendered to this company, either by cash payment or by the allotment to him or them of shares or securities of the company credited as paid up in full or in part or otherwise as may be thought expedient.

22. To pay for any property or rights acquired by the company either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.

23. To insure with any other company or person against losses, risks, or liabilities which might affect this company and insure the lives of any of the directors or servants or agents of the company.

24. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company, or which the company shall consider to be in the nature or

preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery.

25. To aid financially or otherwise, any association or body having for an object the promotion of trade or industry.

26. To apply for, promote, and obtain any statute, ordinance, order, regulation or other authorization or enactment which may seem calculated directly or indirectly to benefit the company and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.

27. To sell or dispose of the undertakings, property and assets of the company or any part thereof in such manner and for such consideration as the company may think fit, and in particular for shares fully or partly paid up, debentures, debenture stock or securities of any other company, whether promoted by this company for the purpose or not.

28. To undertake and execute gratuitously or otherwise any trusts the undertaking whereof may seem desirable, and also to undertake the office of receiver, and to keep for any company, government authority or body, any register relating to any stock, funds, shares or securities or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.

29. To procure the company to be incorporated, registered or recognized in any overseas country of place, and to exercise any of the objects or powers aforesaid in any part of the world.

30. To do all or any of the matters hereby authorized in any part of the world either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents.

31 To guarantee and give bonds, guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or to be lent or advanced to or liabilities incurred to or to be incurred by any person or company; or increased, with or without any preference, priority or special privilege, or subject to any postponement of rights, or to any conditions, or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declares to be preference or otherwise, shall be subject to the power hereinbefore contained.

We the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Articles of Incorporation and we respectfully agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES, ADDRESSES & DESCRIPTION
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

David L. Rimes

David L. Rimes
Belle Glade, Florida 33430

1,000

Laura A. Rimes

Laura A. Rimes
Belle Glade, Florida 33430

1,000

Dated this 25th day of October, 1996.
Witness to the above signatures:

Tramie W. Kendall
Lisa Ward

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements, personally appeared, DAVID L. RIMES, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same for the uses and purpose therein stated.

WITNESS my hand and official seal in the County and State aforesaid, this 25 day of October, 1996.

Luisa Ward

Notary Public



Luisa Ward
MY COMMISSION # CC584326 EXPIRES
September 11, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements, personally appeared, LAURA A RIMES, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the same for the uses and purpose therein stated.

WITNESS my hand and official seal in the County and State aforesaid, this 25 day of October, 1996.

Luisa Ward

Notary Public



Luisa Ward
MY COMMISSION # CC584326 EXPIRES
September 11, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

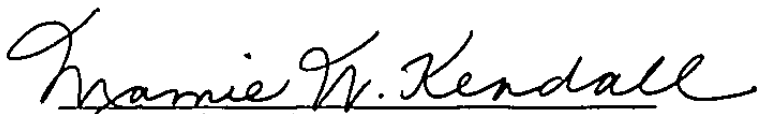
**CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE FOR THE SERVICE
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First that Rimes, Inc., desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation at the City of Belle Glade, County of
Palm Beach, State of Florida, has named MAMIE WASHINGTON KENDALL, ESQUIRE, located
at 141 S. Main Street, Suite 211, Belle Glade, County of Palm Beach, State of Florida, as its agent
to accept service of process within this State.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


Mamie Washington Kendall
(Resident Agent)

FILED
95 OCT 28 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA