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PRESTON HALL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

96 DEC -3 AM 11:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 173422 82400A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : December 3, 1996

ORDER TIME : 11:31 AM

ORDER NO. : 173422-005

CUSTOMER NO: 82400A

600002018686--6

CUSTOMER: Linda A. Newsom, Legat Asst
MORGAN OLSEN & OLSEN

Suite 200
315 N.e. Third Avenue
Ft. Lauderdale, FL 33301

RECEIVED
96 DEC -3 PM 2:19

DOMESTIC FILING

NAME: R. A. MACON II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS: _____

Name OK.
Per Sharon

TH
12-4-96

**ARTICLES OF INCORPORATION
OF
R. A. MACON II, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is R. A. MACON II, INC., whose address 407 Idlewyld Drive, Fort Lauderdale, Florida 33301.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 407 Idlewyld Drive, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of this corporation is GREG STURGIS.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Greg Sturgis
407 Idlewyld Drive
Fort Lauderdale, Florida 33301

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles is:

Greg Sturgis
407 Idlewyld Drive
Fort Lauderdale, Florida 33301

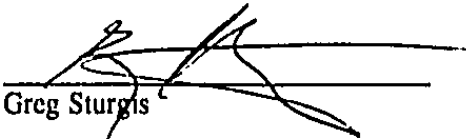
ARTICLE IX: INDEMNIFICATION

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

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of December, 1996

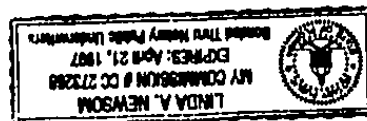

Greg Sturgis

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Greg Sturgis known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of December, 1996.


Notary Public
My Commission Expires:




REGISTERED AGENT CERTIFICATE

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TALLAHASSEE, FLORIDA


In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT, R. A. MACON II, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named Greg Sturgis as its agent to accept service of process within the State of Florida.



Greg Sturgis
Title: President
December 2, 1996

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. The undersigned is familiar with, and accepts, the obligations of this position.



Greg Sturgis
Registered Agent
Date: December 2, 1996