

LANE TROHN
ATTORNEYS AT LAW

CHRISTOPHER M. FEAR
LAKELAND OFFICE

December 19, 1996

JOHN A. ATTAWAY JR.	E. ALEXANDER PUGH
ROBERT J. BERTRAND	GARY S. HABIN
CLARENCE A. BOWWELL	LEWIS A. SCALTS III
ROBERT M. BRUSH	STEVEN L. SELPH
HARRIS CAMPBELL	KINGSWOOD SPINNEY JR.
THOMAS L. CLARKE JR.	JONATHAN STEINMAN
DARREY L. CONNER	WOFFORD H. STEINMAN
CHRISTINE C. DALY	ROBERT G. STEINER
CHRISTOPHER M. FEAR	JANET M. STUART
JUDITH J. FLANDERS	JONATHAN B. TROHN
MITCHELL D. FRANKS	ROBERT L. TROHN
STEPHEN B. FRENCH	JOHN K. VREELAND
DONALD O. JACOBSEN	DONALD H. WALTON JR.
MARRI N. MILLER	
PATRICK J. MURPHY	A. N. LANE (RETIRED)

VIA FEDERAL EXPRESS
Airbill No. 34915470

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000002035130--0
-12/20/96--01073--005
****122.50 ****122.50

Re: RL CORP. OF LAKELAND
Our File No.: L327-39190

Dear Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for RL CORP. OF LAKELAND and certify and return the enclosed duplicate original of the Articles of Incorporation. Our firm's check in the amount of \$122.50 is enclosed to cover the cost of filing, \$35.00, certified copy, \$52.50, and registered agent designation, \$35.00.

Please call the undersigned collect if you have any questions regarding the enclosures.

Thank you for your attention to this matter.

Very truly yours,


Christopher M. Fear

CMF/sf
Enclosures
cc: Robert Large w/encl.

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
150 EAST DAVIDSON STREET • P.O. Box 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-0866 • FAX (941) 533-7255

**ARTICLES OF INCORPORATION
OF
RL CORP. OF LAKELAND**

FILED
96 DEC 20 PM 2:31
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is RL CORP. OF LAKELAND.

EFFECTIVE DATE
12-19-96

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 3437 U.S. 98 North, Lakeland, FL 33809, and the mailing address of this corporation is 3437 U.S. 98 North, Lakeland, FL 33809.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is One Lake Morton Drive, Lakeland, FL 33801, and the name of the initial registered agent of this corporation at that office is Christopher M. Fear.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Robert Large
3437 U.S. 98 North
Lakeland, FL 33809

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Christopher M. Fear
P.O. Box 3
Lakeland, FL 33802-0003

ARTICLE IX - INDEMNIFICATION

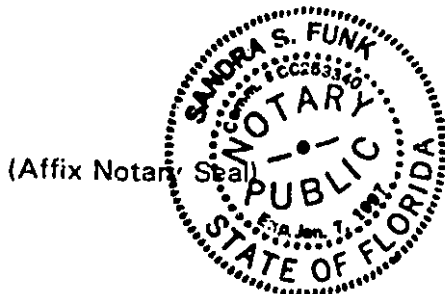
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of December, 1996.


CHRISTOPHER M. FEAR

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 19th day of December, 1996, by Christopher M. Fear, who is personally known to me and who did not take an oath.




NOTARY PUBLIC, State at Large
Print name: SANDRA S. FUNK
My commission expires: 1-7-97

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent for RL CORP. OF LAKE LAND hereby accepts such appointment this 19th day of December, 1996.


CHRISTOPHER M. FEAR

96 DEC 20 PM 2:37
FBI
FALLS CHURCH, VA
FALLS CHURCH, VA
FALLS CHURCH, VA