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LARRY K. MEYER, P.A.*
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*FLORIDA BAR BOARD CERTIFIED
IN ESTATE PLANNING AND
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OFFICE OF
MEYER & WATTS
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

DRUHILL PROFESSIONAL CENTER
611 DRUID ROAD EAST, SUITE 107
P.O. BOX 10213
CLEARWATER, FLORIDA 34617
(813) 461-3232
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Dec. 18, 1996

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

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-12/20/96--01047--004
****122.50 ****122.50

RE:

RCBA Associates, Inc

Dear Sir or Madam:

Enclosed you will find two sets of Articles of Incorporation for the above referenced corporation. Please file the same with your office at your earliest convenience.

Also enclosed you will find our check in the amount of \$ 122.50 to cover the costs.

Thank you for your attention to this matter.

Sincerely yours,

MEYER & WATTS



Patty Diaz
Legal Assistant
Enclosures

FILED
96 DEC 20 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 12/26/96

ARTICLES OF INCORPORATION
OF
R G B & ASSOCIATES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is R G B & ASSOCIATES, INC., and the principal office and mailing address is 1575 Palmetto Street, Clearwater, Florida 34615.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the following purposes: the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

Article V - Preemptive 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 pro rata share thereof 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 1575 Palmetto Street, Clearwater, Florida 34615, and the name of the initial registered agent of this corporation at that address is Richard G. Beam.

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 bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Richard G. Beam 1575 Palmetto Street, Clearwater, FL

Article VII - Incorporator

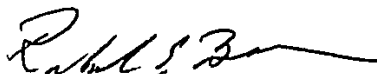
The name and address of the person signing these Articles is:

Richard G. Beam 1575 Palmetto Street, Clearwater, FL

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of December, 1996.



RICHARD G. BEAM

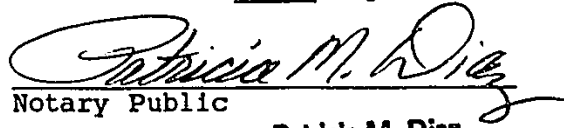
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


RICHARD G. BEAM, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD G. BEAM, who is personally known to me or who produced MICHIGAN DRIVERS LICENSE as identification and who is known to me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal this 18th day of December, 1996.


Notary Public

Patricia M. Diaz

My commission expires:



PATRICIA M. DIAZ
COMMISSION # CC 567562
EXPIRES SEP 09, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
96 DEC 20 PM 4:35
TALLAHASSEE, FLORIDA