

P970000 23710

Florida Department of State
Division of Corporations
New Filings Section
PO Box 6327
Tallahassee, FL 32314

December 16, 1996

FILED
97 MAR 10 PM 2:31
TALLAHASSEE, FLORIDA

Mr. Stockstill,

Enclosed please find the Articles of Incorporation for R & B Incorporated along with a check for \$122.50 to cover the various fees.

I wish to file these Articles with your office and receive certification for same.

We intend to apply for our FEI# upon notification of the association's incorporation.

If there are any other requirements we have omitted and need to be aware of, please contact me at the following address:

Mr. William Huelzman
305 S.W. 11th Court
Ft. Lauderdale, FL 33315
Tel # (954) 768-9054

600002075716--1
-02/03/97--01033--009
****122.50 ****122.50

Thank you for your time and attention to this matter.

Sincerely,

William P. Huelzman

William Huelzman

97-2944
502

P. [unclear] MAR 17 1997

ARTICLES OF INCORPORATION
OF
RBX, INCORPORATED.

PREAMBLE

We, the undersigned Subscribers, natural persons, competent to contract, do hereby associate ourselves under the following Articles of Incorporation, and form a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

RBX, INCORPORATED

ARTICLE II

PRINCIPAL ADDRESS AND MAILING ADDRESS

The principal address of the Corporation is 305 S.W. 11th COURT, FORT LAUDERDALE, FLORIDA 33315 and the mailing address of the Corporation is SAME.

ARTICLE III

PURPOSES

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are:

To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually beginning April 1, 1997.

FILED
9 MAR 10 PM 2:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

REQUIRED CAPITAL

This Corporation shall begin business with capital of not less than One Hundred (\$100.00) Dollars.

ARTICLE VI

CAPITAL STOCK

The Corporation shall be authorized to have outstanding at any one time a maximum of Ten Thousand (10,000) shares of common stock, having a nominal of par value of One (\$1.00) Dollar per share.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors, but in no event shall it be less than One (\$1.00) Dollar per share.

ARTICLE VII

DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors consisting of not less than One (1) nor more than Five (5) Directors as set forth in the By-Laws.

The names and street addresses of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

NAME
WILLIAM HUELSMAN

ROGER M. SPRIGLE

ADDRESS
305 S.W. 11th COURT
FORT LAUDERDALE, FL 33315

305 S.W. 11th COURT
FORT LAUDERDALE, FL 33315

ARTICLE VIII

SUBSCRIBERS

The names and resident addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM HUELSMAN	305 S.W. 11th COURT FORT LAUDERDALE, FL 33315
ROGER M. SPRIGLE	305 S.W. 11th COURT FORT LAUDERDALE, FL 33315

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this Corporation shall be WILLIAM HUELSMAN and the Registered Office shall be located at 305 S.W. 11th COURT, FORT LAUDERDALE, FLORIDA 33315 or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE X

SPECIAL PROVISIO

Any action by the Board of Directors of this Corporation which is within their power taken at a meeting of such Board of Directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all Directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all Directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the Directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida, or any other governmental agency of any state, county or nation or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said shareholders or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE XI

TELEPHONE MEETINGS AUTHORIZED

Members of the Board of Directors or any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

ARTICLE XII

INSPECTION OF BOOKS AND RECORDS

The Corporation shall from time to time determine whether and to what extent and at what time and place and under what condition and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholders shall have any right of inspecting any account, book or document of this Corporation except as conferred by statutes, unless authorized by a resolution of the shareholders or by the Board of Directors.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE XIV

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Officer and every Director of this Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he may be part of or in which he may become involved by reason of his being or having been an Officer or Director of the Corporation, whether or not he is an Officer or Director at the time such expenses are incurred. The forgoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer or Director may be entitled.

ARTICLE XVI

NOTICE OF ARTICLES OF INCORPORATION AND BY-LAWS

The provisions of these Articles of Incorporation, and amendments thereof, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT

I, WILLIAM HUELSMAN, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

William C. Huelsman
WILLIAM C. HUELSMAN

DATE 3/12/97

IN WITNESS WHEREOF, I have hereunto set my hand and seal

this 12th day of March, 19 97.

William C. Huelsman
WILLIAM HUELSMAN

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, the undersigned authority, this day personally appeared

William C. Huelsman to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation of RBX, INCORPORATED and that he acknowledged before me that he signed and executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at

Palm Beach Gardens, Florida, this 12th day of MARCH, 19 97

My Commission Expires

Michelle L. Snedegar
Notary Public, State of Florida



FILED
97 MAR 10 PM 2:31
CLERK OF COURT
TALLAHASSEE, FLORIDA