

P 97000023749

TRANSMITTAL LETTER

97 MAR 17 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800002102168--0
-03/03/97--01047--003
****122.50 ****122.50

SUBJECT: RBS HOLDINGS INTERNATIONAL, INC.
Enterprises, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Deborah Johnson
Name (Printed or typed)

1010 Chase Drive
Address

Winter Garden, FL 34787
City, State & Zip

(407) 654-4072
Daytime Telephone number

WGA-5450
JH
3/17/97

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1997

DEBORA JOHNSON
1010 CHASE DRIVE
WINTER GARDEN, FL 34787

SUBJECT: ~~RBJ ENTERPRISES, INC.~~
Ref. Number: W97000005450

We have received your document for ~~RBJ ENTERPRISES, INC.~~ ^{WINDINGS INTERNATIONAL, INC.} and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-5915.

Pamela Hall
Document Specialist

Letter Number: 497A00011871

ARTICLES OF INCORPORATION
OF
~~RBJ ENTERPRISES, INC.~~
RBJ HOLDINGS INTERNATIONAL,

FILED
97 MAR 17 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

- The name of this corporation is ~~RBJ Enterprises, Inc.~~
RBJ Holdings International, Inc.

ARTICLE II.
PURPOSE

This corporation is organized for the following purpose(s):

- To engage in any or all lawful business for which corporation may be incorporated under the laws of Florida .

ARTICLES III.
POWERS

The corporation shall have the following powers:

- To have a corporate seal, which may be altered at pleasure, and to be the same by causing it, or a facsimile thereof, to be impressed , affixed, or in any other manner reproduced.
- To purchase, take, receive, lease, or otherwise acquire, own , hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.
- To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- To lend money to, and use its credit to assist its officers and employees in accordance with law.
- To purchase, take , receive, subscribe for, or otherwise acquire own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality of any instrumentality thereof.
- To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligation, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

- To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- To make donations for the public welfare and for charitable, scientific, or educational purposes.
- To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- To have and exercise all powers necessary or convenient to effects its purposes.

ARTICLE IV.

COMMENCEMENT OF CORPORATE EXISTENCE

- This corporation shall commence existence upon filling of these Articles, and shall have perpetual existence.

ARTICLE V.

CAPITAL STOCK

- This corporation is authorized to issue 3,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

- The street address of the initial registered office of this corporation ,and the name of the initial registered agent of this corporation at that address is:

Debora L. Johnson
1010 Chase Drive, Winter Garden, FL 34787

ARTICLES VII.

INITIAL BOARD OF DIRECTORS

- This corporation shall have one director initially. The number or directors may be either increased or diminished from time to time as set forth in the By-Laws. The names and addresses of the directors of this corporation are:

Brandon D.M.J. Newton, Percy L. Johnson III, Arrielle P. Johnson
1010 Chase Drive, Winter Garden, FL 34787

Kayla Jones
5780 Beau Barton Place #8, Orlando, FL 32807

ARTICLE VIII.
INCORPORATION

- The names and addresses of the persons signing these Articles of Incorporation is:

Ramone B. Jones, President
5780 Beau Barton Place #8, Orlando, FL 32807

ARTICLE IX.
BYLAWS

- The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X.
RESTRICTIONS ON TRANSFER OF STOCK

- Transfer of shares of capital stock of this corporation may be restricted by the By-Laws or by agreement among the shareholders.

ARTICLE XI.
AMENDMENT

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

ARTICLE XII.
PRINCIPAL OFFICE

- The principal office address is 1010 Chase Drive, Winter Garden, FL 34787

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this
7 day of January, 1997.



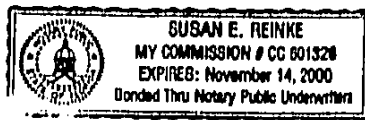
Ramone B. Jones

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Ramone B. Jones who produced FLDL# J 520-722-70-213 as identification and to me known to be the person who executed the foregoing Articles of Incorporation, and who swore to and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 7 day of January, 1997.

Susan E. Reinke
Notary Public
My Commission Expires: 11/14/2000



FILED

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

97 MAR 17 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

RBJ Holdings International, Inc.
First- that ~~RBJ Enterprises, Inc.~~ desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Winter Garden, County of Orange, State of Florida, has named Debora L. Johnson of 1010 Chase Drive, Winter Garden, Florida 34787, as process within this state.

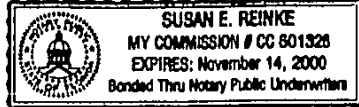
ACKNOWLEDGEMENT

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

Debora L. Johnson

Debora L. Johnson
Registered Agent

Susan E. Reinke



FLDC# 3525 172-63-674-1