

FRANK P. NISI, JR & ASSOCIATES, P.A.
ATTORNEYS AT LAW

205 E. CENTRAL BLVD., SUITE 304, ORLANDO, FLORIDA 32801 • TEL (407) 422-5068 • FAX (407) 422-9166

97000024129

March 17, 1997

Billie Harvey
111 W. Madison Street, Room G08
Tallahassee, Florida 32399-1400

03/18/97 10:12:23
***122.50 ***122.50

RE: RSB Enterprises, Inc.

Dear Billie:

Enclosed are the Articles of Incorporation for RSB Enterprises, Inc. Also, enclosed is a check payable to The Florida Department of State in the amount of \$122.50. I would appreciate it if you could file these Articles with the Florida Department of State and send the certified copy back to me in the enclosed Federal Express package.

As always thank you very much in advance for all of your help. I am happy that your feeling better. Keep the faith.

Sincerely,



Frank P. Nisi, Jr.

FPN/dkr
Enclosures

FILED
SECRETARY OF STATE
97 MAR 18 11:23

Will wait

RECEIVED
97 MAR 18 11:14

D. BROWN MAR 18 1997

**ARTICLES OF INCORPORATION
OF
RSB Enterprises, Inc.**

SECRET
DIVISION
971127 12 11:23

ARTICLE I. NAME

The name of this corporation shall be **RSB Enterprises, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1,000) One Dollar (\$1.00) par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and

open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name(s) and address(es) of the individual(s) who shall serve as the Director(s) is/are:

Russell V. Hughes, 2035 Campanero Avenue, Orlando, Florida 32804
Russell Spencer Hughes, 2035 Campanero Avenue, Orlando, Florida 32804
Bradley M. Hughes, 2035 Campanero Avenue, Orlando, Florida 32804

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

205 E. Central Blvd., Suite 304, Orlando, Florida, 32801.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Frank P. Nisi, Jr.


ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

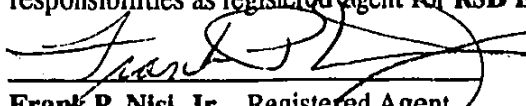
Frank P. Nisi, Jr., 205 E. Central Blvd., Suite 304, Orlando, Florida, 32801

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Frank P. Nisi, Jr. - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of **RSB Enterprises, Inc.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **RSB Enterprises, Inc.**


Frank P. Nisi, Jr. - Registered Agent

State Of Florida)
County Of Orange)

On March 17, 1997, Frank P. Nisi, Jr., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is (XX) personally known to me, or () produced a Florida driver's license as identification, personally appeared before me at the time of notarization and acknowledged signing these Articles of Incorporation of **RSB Enterprises, Inc.**


Notary Public



DEBRA K RIZZUTO
My Commission CC341128
Expires Jan. 10, 1998
Bonded by HAI
800-422-1555

(SEAL)