

LAW OFFICES
MOUSER & WELLS, P.A.

TODD EDWARD BERGER
GREGORY T. ELLIOTT
FREDERICK L. MOUSER *
JENNIFER E. MOUSER

* MEMBER OF FLORIDA
AND INDIANA BAR

810 63RD AVENUE NORTH
ST. PETERSBURG, FLORIDA 33702

PLEASE REPLY TO

P. O. BOX 20768
ST. PETERSBURG, FLORIDA 33742

CHRISTOPHER F. WELLS
(1949-1988)

TELEPHONE
(813) 522-3070

FACSIMILE
(813) 522-8408

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P97000062454
July 8, 1997

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 JUL 17 PM 12:58
TALLAHASSEE, FLORIDA

Re: RP Investments, Inc.

Gentlemen:

Enclosed herewith please find duplicate copies of Articles of Incorporation for the above referenced corporation for filing with the Secretary of State. Please return a certified copy to our offices.

We have enclosed our firm's check in the amount of \$122.50 as payment for the required filing fee, registered agent designation, and return to us a certified copy of the articles.

Thank you for your courtesy and cooperation in this matter.

Sincerely yours,

MOUSER & WELLS, P.A.

Frederick L. Mouser

FLM/sy
Enclosures

P. O. BOX 20768 JUL 18 1997

Corp: SOS-ART



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1997

FREDERICK L MOUSER ESQUIRE
P O BOX 20768
ST PETERSBURG, FL 33742

SUBJECT: RP INVESTMENTS, INC.
Ref. Number: W97000016197

FILED
97 JUL 17 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for RP INVESTMENTS, 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 registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of 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 (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 797A00035992

ARTICLES OF INCORPORATION

OF

RP INVESTMENTS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FILED
97 JUL 17 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of the corporation is RP INVESTMENTS, INC.

The initial principal office and address of the corporation shall be: 3187 ROBB CIRCLE,
LAKEWOOD, CO, 80215.

ARTICLE II

DURATION: The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE: The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act as, from time to time, amended.

ARTICLE IV

CAPITAL STOCK: The aggregate number of shares that the corporation has authority to issue is 100,000 shares, all of which shall be Common Capital Voting Stock with a par value of \$0.01 per share. Each share of stock shall be fully paid and non assessable at the time of issuance by the corporation.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is FREDERICK L. MOUSER, and the initial registered office shall be 810 63rd AVENUE NORTH, ST. PETERSBURG, FL 33702.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than seven members, as from time to time determined by the shareholders. The Board of Directors shall be elected by the shareholders of the corporation at the regular annual meeting of shareholders. In accordance with the Florida General Corporation Act, upon the unanimous written agreement of all shareholders of the corporation, the above described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of Directors of its power to manage and control the corporation, then, and whenever the context requires, the shareholders shall be deemed the Directors of the corporation for purposes of applying state law. The names and addresses of the first Board of Directors are as follows:
ROBERT H. LARKIN, 3187 ROBB CIRCLE, LAKEWOOD, CO, 80215.
PAULA S. LARKIN, 3187 ROBB CIRCLE, LAKEWOOD, CO, 80215.

Until the first meeting of shareholders, management and control of this corporation shall be vested in the above Board composed of TWO (2) directors. The above Directors shall hold office until their successors are duly nominated and elected.

ARTICLE VII

OFFICERS: The Board of Directors, at its initial meeting, shall elect a President and Secretary of the corporation. In its discretion, the Board of Directors may elect a Vice President, Treasurer, and such other officers as the Board of Directors, from time to time, shall designate. Until the first Board of Directors meeting, the following persons shall hold the below-designated offices until their successors are nominated and elected:

- 1) PRESIDENT, ROBERT H. LARKIN, 3187 ROBB CIRCLE, LAKEWOOD, CO, 80215.
- 2) SECRETARY and TREASURER, PAULA S. LARKIN, 3187 ROBB CIRCLE,
LAKEWOOD, CO, 80215.

ARTICLE VIII

INCORPORATOR: The name and address of the Incorporator of the corporation is ROBERT H. LARKIN, 3187 ROBB CIRCLE, LAKEWOOD, CO, 80215.
No part of the income of the corporation will be distributable to directors or officers hereof.
However, the corporation may, in the sole discretion of the Board of Directors, pay its officers and directors for reasonable compensation.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized in these Articles of Incorporation may be increased by a majority vote of the DIRECTORS at any regular or special meeting.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION:

The power to amend these articles shall be held exclusively by the DIRECTORS.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on the 2nd day of ^{July PM} June, 1997.

Witnesses:

Sign: Kristi Lund

Print: Kristi Lund

Robert H. Larkin

ROBERT H. LARKIN
INCORPORATOR

Sign: Lynn Mastin

Print: LYNN MASTIN

STATE OF MINNESOTA

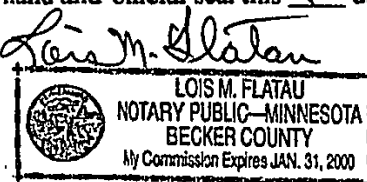
COUNTY OF Becker

BEFORE ME, the undersigned authority, personally appeared, ROBERT H. LARKIN, as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 2 day of July 1997.

NOTARY PUBLIC:

1/31/2000
My Commission Expires:



IN WITNESS WHEREOF, the undersigned Registered Agent, FREDERICK L.

MOUSER, hereby accepts such designation on this 26th day of June, 1997. I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.

WITNESSES:

Sign: Nicole Mouser

Print: NICOLE MOUSER

Fredrick L. Mouser

FREDERICK L. MOUSER
REGISTERED AGENT

Sign: J. Anna Kowalski

Print: J. ANNA KOWALSKI

STATE OF FLORIDA

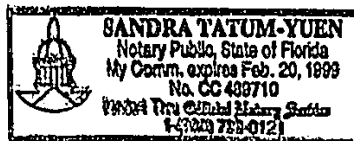
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared FREDERICK L. MOUSER, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of June, 1997.

NOTARY PUBLIC:

Sandra Tatum-Yuen
My Commission Expires:



FILED
97 JUL 17 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA