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FULLER & ASSOCIATES
ATTORNEYS AT LAW

BARRY J. FULLER*

JAMES D. ACOSTA, OF COUNSEL
CERTIFIED CIVIL TRIAL ATTORNEY

JOHN F. TOLSON, JR., OF COUNSEL

- * Member Florida and California Bars
- ** Member Florida, New York and New Jersey Bars

THE OFFICE PAVILION

2301 PARK AVENUE, SUITE 404
ORANGE PARK, FLORIDA 32073
TELEPHONE: (904) 264-0585
TELEFAX: (904) 264-1714

August 15, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002270071--9
-08/18/97--01122--013
*****70.00 *****70.00

Re: **ARTICLES OF INCORPORATION**
R & G Group International, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation as referenced above together with my check for the \$70.00 filing fee.

Sincerely yours,

Barry J. Fuller

BJF:srs
Encl.

FILED
97 AUG 18 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mu 8/19/97

FILED

97 AUG 18 PM 3: 00

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION

OF

R & G GROUP INTERNATIONAL, INC.

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

**FIRST
NAME**

The name of the corporation is: **R & G GROUP INTERNATIONAL, INC.**

**SECOND
DURATION**

The period of duration of the corporation is perpetual.

**THIRD
PURPOSE**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**FOURTH
SHARES**

The aggregate number of shares that the corporation shall have the authority to issue is 10,000 shares of common stock having no par value.

**FIFTH
REGISTERED AGENT**

The initial street address in Florida of the initial registered office of the corporation is 9554 Kevin Road, Jacksonville, Florida 32257, and the name of the initial registered agent at such address is Richardson John Doyle.

The principal place of business of this corporation is 9554 Kevin Road, Jacksonville, Florida 32257.

**SIXTH
INITIAL INCORPORATOR**

The name and address of the initial incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richardson John Doyle	9554 Kevin Road Jacksonville, Florida 32257

**SEVENTH
INITIAL DIRECTORS**

The initial board of directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successor shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richardson John Doyle	9554 Kevin Road Jacksonville, Florida 32257
George Valev	700 College Street, Bx #1766 Beloit, WI 53511

**EIGHTH
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of

common stock held by the holder to all shares of common stock currently authorized and issued.

NINTH
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

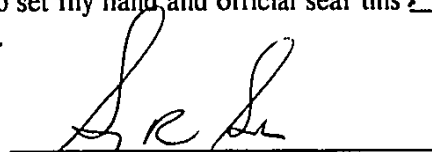
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange Park, Clay County, Florida this 15th day of August, 1997.


Richardson John Doyle

**STATE OF FLORIDA
COUNTY OF CLAY**

Before me, the undersigned authority, personally appeared Richardson John Doyle, to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of August, 1997 in the County and State aforesaid.



NOTARY PUBLIC
My Commission Expires:

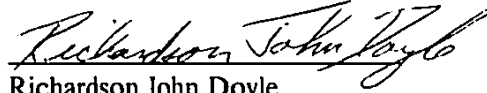
SUZANNE R. SONKE
Notary Public, State of Florida
My Comm. expires Nov. 16, 1999
Comm. No. CC 493770

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

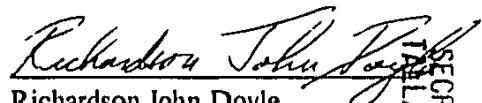
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: R & G GROUP INTERNATIONAL, INC. Name and address of the registered agent and office is:

Richardson John Doyle
9554 Kevin Road
Jacksonville, Florida 32257


Richardson John Doyle
Incorporator
August 15, 1997

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Richardson John Doyle
August 15, 1997

97 AUG 18 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED