

WOLFE, YOUNG, O'BAKER & COMPANY

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August 17, 1997

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

Re: The Rhino Group, Inc.

700002275427--2
-08/25/97--01018--012
*****70.00 *****70.00

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY



Robert W. Wolfe

RWW/bjs
Enclosures

cc: Walt Rine

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97 AUG 25 PM 2 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Articles of Incorporation
of
The Rhino Group, Inc.

FILED
07 AUG 25 PM 2:55
SEC. OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is: The Rhino Group, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

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

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 1212 Bahama Drive, Orlando, Florida 32806, and the name of the initial registered agent of this corporation at that address is: Walt Rine.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Walt Rine, 1212 Bahama Drive, Orlando, Florida 32806.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Walt Rine, at 1212 Bahama Drive, Orlando, Florida 32806.

Article IX - Initial Officers

The names and addresses of initial officers shall be Walt Rine, 1212 Bahama Drive, Orlando, Florida 32806, President, Secretary and Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 2 day of AUGUST, A.D., 1997.


Walt Rine - Incorporator

State of Florida
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

The following is submitted in compliance with Section 48.091, Florida Statutes.

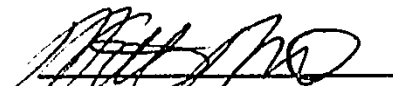
The Rhino Group, Inc., a corporation organized under the laws of the State of Florida, with its principal office at: 1212 Bahama Drive, Orlando, Florida 32806, has named Walt Rine of 1212 Bahama Drive, Orlando, Florida 32806, as its Agent to accept service of process within this State.

The Rhino Group, Inc.

BY: 
Walt Rine, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Walt Rine, Resident Agent


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97 AUG 25 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE of FLORIDA
COUNTY OF Orange:

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Walt Rine, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.


Walt Rine

SWORN and SUBSCRIBED to before me this 21 day of AUGUST, A.D., 1997.


Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P. Seal)

12.5.99

Identified by PDL R500 915 34 2040



ROBERT J MCCAFFREY SR
My Commission CC015043
Expires Dec. 05, 1999