THE UNITED STATES

ACCOUNT NO. : 072100000032

REFERENCE: 601210

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: November 14, 1997

ORDER TIME : 10:18 AM

ORDER NO. : 601210-005

CUSTOMER NO:

CORPORATION

8814A

CUSTOMER: Lawrence M. Fuchs, Esq

FUCHS & JONES

000002348100--5

590 Royal Palm Beach Boulevard

Royal Palm Bch, FL 33411

DOMESTIC FILING

NAME:

RUSTY REX, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

XXXX PLAIN STAMPED COPY

___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

97 NOV 14 AT 3: 50

ARTICLES OF INCORPORATION

OF

RUSTY REX, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RUSTY REX, INC.

The address of the principal office of this corporation shall be 3023 Bispham Road, Sarasota, Florida 34231, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 590 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411, and the name of the initial registered agent of the corporation at that address is Lawrence M. Fuchs.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Larry M. Wendell Dir.

6918 14Th Street Bradenton, Florida 34207

Terry L. Benson Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Larry M. Wendell Pres.

6918 14th Street Bradenton, Florida 34207

Terry L. Benson V.pres

Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

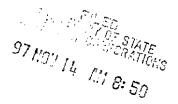
Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 14, 1997.

CORPORATION SERVICE COMPANY

Its Agent, Gail Shelby

GLS/sle



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

RUSTY REX. INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

y: Jose