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December 15, 1997

FEDERAL EXPRESS

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32301

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-12/17/97--01062--014
****122.50 ****122.50

Re: RI Danforth, Inc.

Gentlemen:

Enclosed is the original Articles of Incorporation for RI Danforth, Inc., which needs to be filed with your office. This firm's check in the amount of \$122.50 is also enclosed representing payment of the following costs:

Filing fee	\$35.00
Designation of Registered Agent	35.00
Certified copy of Articles	52.50
	<u>\$122.50</u>

A copy of the Articles is also enclosed for certification.

Please do not hesitate to call my office if you have any questions. Thank you for your assistance.

Very truly yours,

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS

J. Lindsay Builder, Jr.

JLBjr/vdm
Enclosures

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FILED
97 DEC 17 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/19/98

**ARTICLES OF INCORPORATION
OF
RI DANFORTH, INC.**

FILED
97 DEC 17 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of this corporation is RI DANFORTH, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The principal office and street address of this corporation is c/o KRB Management, 5401 Kirkman Road, Suite 515, Orlando, Florida 32819.

**ARTICLE III
DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE IV
GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 369 N. New York Avenue, 3rd Floor, Winter Park, Florida 32789, and the name of the initial registered agent of this corporation at that address is J. Lindsay Builder, Jr.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial member of the Board of Directors who shall hold office until his successors are duly elected and have qualified is:

Robert C. Rohdie	c/o KRB Management
	5401 Kirkman Road, Suite 515
	Orlando, FL 32819

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator of this corporation is:

Robert C. Rohdie	c/o KRB Management
	5401 Kirkman Road, Suite 515
	Orlando, FL 32819

ARTICLE X
BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XI
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XII
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this 15th of December, 1997.



Robert C. Rohdie
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of December, 1997, by Robert C. Rohdie, who is personally known to me.



NOTARY PUBLIC

Print Name: Vanda D. Mitchell

My Commission Expires:

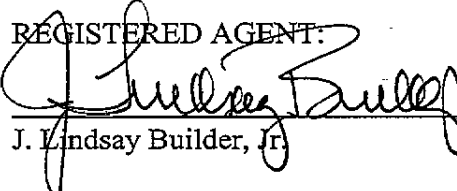


Vanda D. Mitchell
MY COMMISSION # CC527516 EXPIRES
March 10, 2000
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for RI DANFORTH, INC., at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



J. Lindsay Builder, Jr.

FILED
97 DEC 17 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA