

WILLIAM F. SIMONET, P.A.
ATTORNEY AND COUNSELOR AT LAW

GENERAL PRACTICE
REAL PROPERTY AND PROBATE LAW
COMMERCIAL LAW
FAMILY LAW
APPEALS

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ORLANDO, FLORIDA
32803-5432
TELEPHONE (407) 896-3233
FAX (407) 896-3236

January 15, 1998

P980000005565

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

700002403187-7
-01/16/98-01074-019
****122.50 ****122.50

Re: RTD EXPRESS, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate Designating Place of Business or Domicile, regarding the above named corporation.

Enclosed also find my office check in the amount of \$122.50 to cover the capital stock tax, filing fee, certified copy of the Articles of Incorporation and designation of Registered Agent.

Thank you for your cooperation.

Very truly yours,


W. F. Simonet

Enclosures

Would you please call me collect to advise as soon as the corporation is registered. Thank you.

FILED
98 JAN 16 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN-20-98

ARTICLES OF INCORPORATION

OF

RTD EXPRESS, INC.

FILED
98 JAN 16 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is RTD EXPRESS, INC..

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, may act in any capacity including as agent for attorney in fact for any person or entity.

ARTICLE III. DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE IV. CAPITAL STOCK

The amount of capital stock of this corporation shall be 7,500 shares of One (\$1.00) par value common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 1015 Gould Place, Oviedo, Florida 32765 and the name of the initial registered agent at that address is

RICHARD L. CLAXTON, JR..

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one.

The name and address of the initial director is:

RICHARD L. CLAXTON, JR.
1015 GOULD PLACE
Oviedo, florida 32765

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: RICHARD L. CLAXTON, JR., Oviedo, Florida 32765.

ARTICLE VIII. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1015 GOULD PLACE, OVIEDO, FLORIDA 32765.

ARTICLE IX. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 15th day of January,

1998, at Orlando, Orange County, Florida.

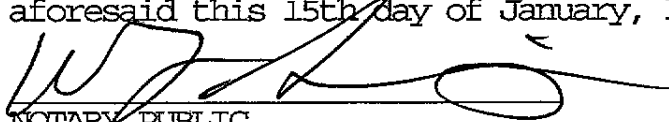


RICHARD L. CLAXTON, INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared RICHARD L. CLAXTON, JR., after being first duly sworn, deposes and says that he has read the same and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County aforesaid this 15th day of January, 1998.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



W F SIMONET
My Commission CC406797
Expires Oct. 15, 1998

FILED
98 JAN 16 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

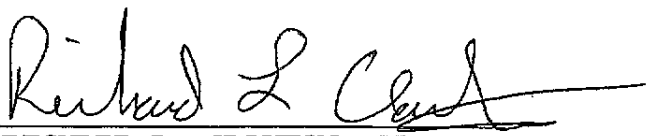
In pursuance of Chapter 48.091, Florida Statutes, RTD EXPRESS, INC., is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in Oviedo, Seminole County, Florida, has named RICHARD L. CLAXTON, JR., located at 1015 Gould Pl., Oviedo, Florida 32765, which is located in Seminole County, Florida, as its agent to accept service of process within this state.


RICHARD L. CLAXTON, JR.,

INCORPORATOR

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


RICHARD L. CLAXTON, JR.
REGISTERED AGENT