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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: RITA RODGERS ENTERPRISES, INC.

AUDIT NUMBER.....H98000007172

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
RITA RODGERS ENTERPRISES, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation is RITA RODGERS ENTERPRISES, INC.

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV. - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V. - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

PREPARED BY:

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2000 W. Commercial Blvd. - Suite #114
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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 prices at which it is offered to others.

ARTICLE VII. - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office and mailing address of this corporation is:

1380 S. Ocean Boulevard, Pompano Beach, Florida 33062

and the name of the initial registered agent of this corporation is:

Rita Rodgers, 1380 S. Ocean Boulevard,
Pompano Beach, Florida 33062

ARTICLE VIII. - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one (1) director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is:

Rita Rodgers, 1380 S. Ocean Boulevard
Pompano Beach, Florida 33062

ARTICLE IX. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Rita Rodgers, 1380 S. Ocean Boulevard
Pompano Beach, Florida 33062

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

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ARTICLE X.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation, or not so interested.

ARTICLE XI.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them from any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of April, 1998.

Rita Rodgers
Subscriber
Rita Rodgers

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 15 day of April, 1998, by RITA RODGERS, who is personally know to me or who has produced GEORGIA DRIVER'S LICENSE as identification and who did/did not take an oath.

Alan R. Burton
Notary Public

My Commission Expires:



Alan R. Burton
MY COMMISSION # 06807800 EXPIRES
March 23, 2001
BONDED THIRD PARTY FROM INSURANCE, INC.

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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, the following is submitted, in compliance with said Act:

That RITA RODGERS ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Pompano Beach, County of Broward, State of Florida, has named RITA RODGERS, located at 1380 S. Ocean Boulevard, Pompano Beach, Broward County, Florida 33062, as its agent to accept service of process with the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above 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.



RITA RODGERS
Resident Agent

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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