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FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 14 PM 2:04

May 13, 1998

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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RE: R AND C INVESTMENTS, INC.

EFFECTIVE DATE
5-7-98

Dear Sir/Madam:

Please find enclosed herewith an original and copy of the Articles of Incorporation for each of the above-referenced corporation. In addition, a check in the amount of \$70.00 is enclosed to cover the costs of the applicable fees as follows:

Filing Fee:	\$35.00
Registered Agent Fee:	<u>\$35.00</u>
	\$70.00

Please file the original of the enclosed and return a copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely,

Terrence L. Ivey, Esquire
FOR THE FIRM

TLI/

Enclosures (as stated)

5/15

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ARTICLES OF INCORPORATION

OF

R AND C INVESTMENTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

EFFECTIVE DATE

5-7-98

The name of the corporation shall be:

R AND C INVESTMENTS, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is as follows:

To sell various goods on consignment. The consignment process shall require that goods be entrusted to the corporation/consignee for sale under an agreement with the owner/consignor of the good(s) and the consignee will pay by the consignor for any sold goods and will return any unsold goods. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and

loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

ARTICLE III

Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

ONE THOUSAND COMMON STOCK SHARES

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services,

acquisition of other corporations shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. There shall be no more than fifteen (15) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Principal Place of Business

The initial street address of the principal office of this corporation is **1825 Bisbee Street, Jacksonville, Florida 32209**. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

Directors

The business affairs of the corporation shall be under the direction of a President, one or more Vice-Presidents, Secretary, and a Treasurer elected by the shareholders as provided by the By-Laws of the corporation. The shareholders shall designate in the By-Laws for the deletion of the office of the Vice-President.

ARTICLE VII

Corporate Officers

The Board of Directors shall elect the following officers: President, Secretary and Treasurer, and such other officers as the By-Laws if this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

NAME

ADDRESS

President: Cedric Thomas

**1825 Bisbee Street
Jacksonville, Florida 32209**

ARTICLE VIII

Effective Date of Document

Pursuant to Florida Statutes Section 607.0203(1)(b), the effective date of these Articles of Incorporation shall be within five (5) business days prior to the date of filing.

ARTICLE IX

Indemnification

The corporation may be empowered to indemnify any officer or director, while in office, in the manner set out and provided for pursuant to the provisions of Florida Statutes Section 607.0880.

ARTICLE X

Registered Agent

The initial designation of the registered agent office of this corporation shall be **Cedric Thomas, of 1825 Bisbee Street, Jacksonville, Duval County, Florida 32209.**

Pursuant to Florida Statutes Section 607.0501, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



CEDRIC THOMAS

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STATE
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ARTICLE XI

Amendment

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, **CEDRIC THOMAS**, the incorporator, has hereunto
set his hand and seal this 13 day of MAY, 1998.



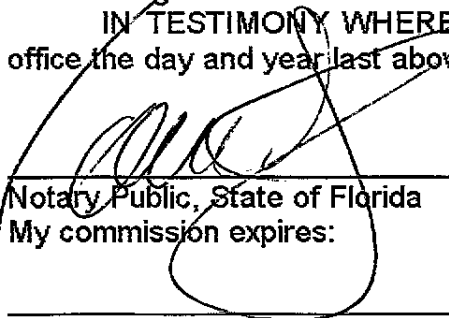
CEDRIC THOMAS

STATE OF FLORIDA

COUNTY OF DUVAL

BE IT KNOWN, that on this 13 day of MAY, One
thousand nine hundred and ninety-eight, A.D. before me, TERRENCE L. LIVEY, a
Notary Public in and for the State of Florida, a duly commissioned and sworn, dwelling in
the **CITY OF JACKSONVILLE**, personally appeared Cedric Thomas, who provided a
FL DL # 752011490090, as a form of identification, and known to me to be the
same person described in and who subscribed to these Articles of Incorporation and he/she
acknowledged the same to be his/her act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed and affixed my seal of
office the day and year last above written.



Notary Public, State of Florida
My commission expires:



TERRENCE LIVEY
My Commission CC457688
Expires May. 01, 1999
Bonded by HAI
800-422-1555

Print Notary Name