

P98000045592

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002527934--6
-05/18/98--01140--006
****122.50 ****122.50

SUBJECT: R.G. INTERNATIONAL MANAGEMENT, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00

Filing Fee

\$78.75

Filing Fee
& Certificate

\$122.50

Filing Fee
& Certified Copy

\$131.25

Filing Fee
Certified Copy &
Certificate

FROM: DONALD A. SUTTON
Name

7345 SANDLAKE RD. #207
Address

ORLANDO, FL 32818
City, State & Zip

(407) 345-7934
Daytime Telephone number

98 MAY 18 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. BROCK MAY 20 1998

ARTICLES OF INCORPORATION OF R.G. INTERNATIONAL MANAGEMENT, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I , Name

The name of the corporation shall be:
R.G. International Management, Inc.

Article II, Mailing Address

The mailing address of this corporation shall be:
7432 Universal Blvd. - Orlando, Fl. 32819.

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Robert Kemp
7432 Universal Blvd., Orlando, Fl 32819

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Robert Kemp
Address
7432 Universal Blvd., Orlando, Fl 32819

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Continuation, Page 2

Article VI, Purpose.

The purpose of this corporation shall be to explore the restaurant business and other services alike, and to be the representative of other companies if so is desired. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida, always respecting the regulations existing in those areas.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors are:

Robert Kemp - Director, President, Secretary.

Postal address at:

7432 Universal Blvd. - Orlando, Fl., 32819.

Gunther Wissel - Director, Vice President, Treasurer.

Postal address at:

7432 Universal Blvd. - Orlando, Fl., 32819.

Continuation, Page 3

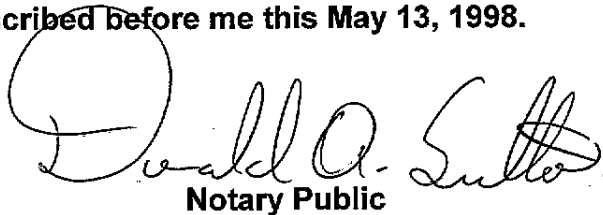
Affidavit

State of Florida, Orange County.

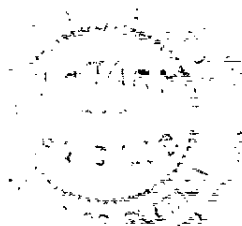
Before me this day personally appeared Robert Kemp, who being duly sworn, deposed and said that he is the Incorporator of R.G. International Management, Inc. and is hereby duly authorized, responsible and apt to incorporate according to the Statutes of the State of Florida.


Robert Kemp

Sworn to and subscribed before me this May 13, 1998.


Notary Public

DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Bonded Thru Official Notary Service



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: R. G. INTERNATIONAL
MANAGEMENT, INC.

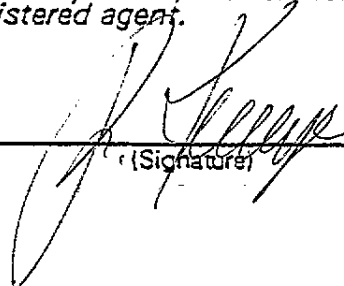
2. The name and address of the registered agent and office is:

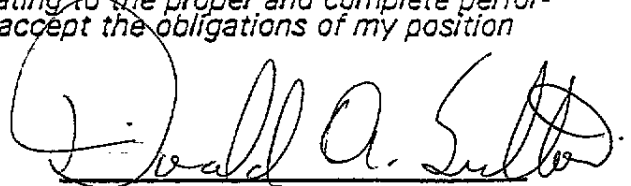
ROBERT KEMP
(Name)
7432 UNIVERSAL BLVD.
(P.O. Box not acceptable)
ORLANDO, FLORIDA 32819
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)



DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. C-376691
Bonded Through Notary Service