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May 19, 1998

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-05/21/98-01068-014
****122.50 ****122.50

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

Re: R.R. Ventures of N.W. Florida, Inc.

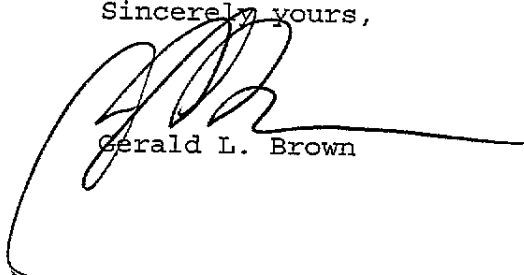
Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of R.R. Ventures of N.W. Florida, Inc. Our firm check in the sum of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>
total	\$122.50

If you have any questions, please give me a call.

Sincerely yours,


Gerald L. Brown

GLB:las

Enclosure

APPROVED
AND
FILED
98 MAY 21 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

R.R. VENTURES OF N.W. FLORIDA, INC.

ARTICLE ONE - NAME

The name of the corporation is R.R. VENTURES OF N.W. FLORIDA, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 911 Coronado Drive, Gulf Breeze, Florida 32561 with a mailing address of 30 S. Spring Street, Pensacola, Florida 32501 and the name of the initial registered agent of this corporation at that address is Gerald L. Brown.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME

ADDRESS

Thomas L. Throm, Jr.

911 Coronado Drive
Gulf Breeze, Florida 32561

Dwayne Salter

911 Coronado Drive
Gulf Breeze, Florida 32561

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is Gerald L. Brown, 30 S. Spring Street, Pensacola, Florida 32501.

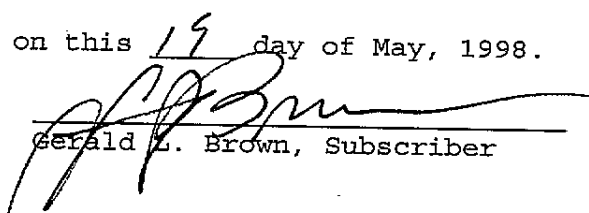
ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

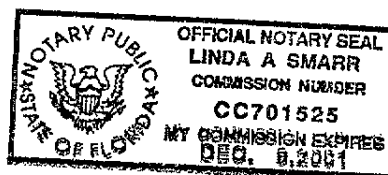
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19 day of May, 1998.


Gerald L. Brown, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19th day of May, 1998 by Gerald L. Brown, who is personally known to me and who did not take an oath.

 (SEAL)



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

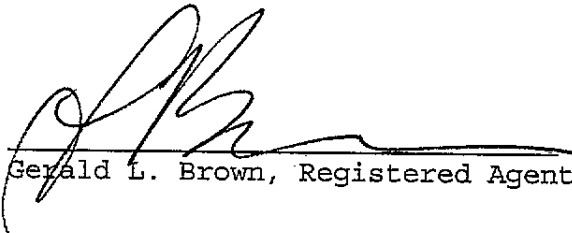
R.R. VENTURES OF N.W. FLORIDA, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First--that R.R. VENTURES OF N.W. FLORIDA, 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 Gulf Breeze, County
of Santa Rosa, State of Florida has named Gerald L. Brown located at 30
S. Spring Street, City of Pensacola, County of Escambia, State of
Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.


Gerald L. Brown, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 21 PM 12:45

APPROVED
AND
FILED