

P980000047753

Robert G. Gargiulo
Attorney at Law
Suite D-1
4301 32nd Street West
Bradenton, FL 34205

Admitted
Florida New York

Phone (941) 753-0302
Fax (941) 753-8936

May 14, 1998

State of Florida
Department of State
Division of Corporations
Attn: New Filings Section
P.O. Box 6327
Tallahassee, FL 34314

Re: Incorporation of
R 'n R Ventures Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing these certificates of incorporation. In addition, any correspondence regarding the filing the certificate of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

300002527363-9
-05/18/98-01081-003
*****70.00 *****70.00

Sincerely,


Robert G. Gargiulo

encl 3

Bob Gargiulo GAVE
AUTHORIZATION BY PHONE TO
Change
CORRECT corp. name - R
DATE 5/27
O.C. EXAM BB

R 'n R Ventures of Manatee Inc.

APPROVED
AND
FILED
98 MAY 18 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 28 1998

**ARTICLES OF INCORPORATION
OF**

R 'n R Ventures of Manatee Inc.

The undersigned, Incorporator 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

The name of the Corporation shall be R 'n R Ventures of Manatee Inc.

ARTICLE II

The principal place of business and the mailing address of the Corporation is 3011 25th Street East, Bradenton, Florida 34208.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding is one thousand (1,000) shares of one class of no par value.

ARTICLE IV

The Board of Directors may authorize the issuance of all or any portion of the corporation's shares without certificates.

ARTICLE V

The name and address of the initial registered agent is:

Barbara J. Parsons
3011 25th Street East
Bradenton, Florida 34208

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

ARTICLE VI

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

R. Dana Parsons
3011 25th Street East
Bradenton, Florida 34208

APPROVED
AND
FILED
98 MAY 18 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The general nature of the business to be transacted by this Corporation is: to engage in management of rental properties, publishing music in every medium, and janitorial services; and, to engage in any and all other business purposes not prohibited by the Laws of the State of Florida.

ARTICLE VIII

The amount of capital the Corporation will begin business is not less than five Hundred (\$500.00) Dollars.

ARTICLE IX

This Corporation shall initially have two (2) director. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE X

The name and address of the members of the initial Board of Directors are:

Barbara J. Parsons
3011 25th Street East
Bradenton, Florida 34208

R. Dana Parsons
3011 25th Street East
Bradenton, Florida 34208

ARTICLE XI

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and at a stockholders' meeting approved by a majority of stockholders entitled to vote thereon unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

Each shareholder shall have preemptive rights only in the portion of the shares being issued or sold by the corporation from time to time in the proportion that the number of shares then held by the shareholder bears to the total number of shares then outstanding. Each

shareholder shall also have, on an equal basis with other shareholders, preemptive rights on any shares being issued or sold which were not purchased by other shareholders holding preemptive rights.

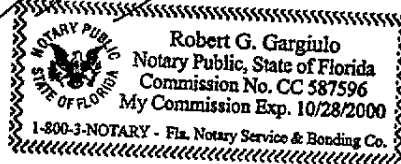
R. Dana Parsons

R. Dana Parsons, Incorporator

State of Florida)
County of Manatee)

On the 14th day of May, 1998, before me personally appeared R. Dana Parsons, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that he executed the same freely and voluntarily for the purposes therein contained. He is personally known to me ~~or has produced~~ _____ as identification and ~~did~~ (did not) take an oath.

Robert G. Gargiulo



ACCEPTANCE BY REGISTER AGENT

Have been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: May 14, 1998

Barbara J. Parsons
Barbara J. Parsons

98 MAY 18 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED