RODNEY S. FIELDS, JR.

Attorney at law

P. O. Box 20713 Tampa, Florida 33622-0713 Phone (813) 920-7658 Fax (813) 920-7658 Email Envirolaww@aol.com FILED

FILETARY OF STATE

DIVISION OF CORPORATIONS

98 JUL -2 AM 8: 10

****122.50 ****122.50



June 29, 1998

Corporate Records Bureau Division of Corporations Florida Department of State Post Office Box 6327 Tallahassee, Florida 32314

Re: R & L NORTHPORT, INC.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me.

Also enclosed is my check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	52,50
٠.	Total	\$122.50

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

Sincerely

Rodney S. Fields, Jr.

Enclosures

225.742

ARTICLES OF INCORPORATION

FILED SECRETARY OF STATE SIVISION OF CORPORATIONS

OF

98 JUL -2 AM 8: 10

R & L NORTHPORT, INC.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: R & L NORTHPORT, INC.

ARTICLE 2

Mailing Address

The mailing address of this corporation is P.O. Box 20713, Tampa, FL 33622-0713.

ARTICLE 3

Shares

This corporation is authorized to issue one hundred (100) shares of common stock with no par value.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 16570 Hutchinson Road, Odessa, FL 33556-2302, and the name of the initial registered agent of this corporation at that address is Rodney S. Fields, Jr..

ARTICLE 5

Incorporator

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

Rodney S. Fields, Jr. 16570 Hutchinson Road Odessa, FL 33556-2302

ARTICLE 6

Initial Board of Directors

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director(s) of this corporation is/are:

Rodney S. Fields, Jr. 16570 Hutchinson Road Odessa, FL 33556-2302

The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

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

Rodney S. Fields, Jr.

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30 day of June, 1998, by Rodney S. Fields, Jr..

SEAL

DENSE L RODRIGUEZ
COMMISSION NUMBER
C C 4 9 2 3 2 4
MY COMMISSION EXP.
SEPT 15,1998

Type, Print or Stamp Name of Notary

Personally known

Personally known ______
or Produced Identification _____
Type of Identification Produced _____

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.

Rodney S. Fields, Jr.

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JIVISION OF CORPORATIONS