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*Law Offices of
Henry M. Andreasen, Jr., P.A.*

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July 10, 1998

FEDERAL EXPRESS

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

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-07/13/98--01114--004
*****70.00 *****70.00

Re: RLR Enterprises of Southwest Florida, Inc.

Gentlemen:

Enclosed for filing in the Division of Corporations are the following documents:

1. Articles of Incorporation for the referenced corporation.
2. Designation of Registered Agent for the referenced corporation.
3. One extra copy of Articles to be stamped and returned to my office.

Enclosed is my check in the amount of \$70.00 for the filing fee for the articles and designation of registered agent.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 PM 3:19

19
07-15-98

Thank you for your attention to this matter.

Yours truly,

A handwritten signature in dark ink, appearing to read "Henry M. Andreasen, Jr.", with a large, stylized flourish at the end.

Henry M. Andreasen, Jr.
For the Firm

HMA/bab

Enclosures

cc: Richard L. Rodriguez

ARTICLES OF INCORPORATION
OF
RLR ENTERPRISES OF SOUTHWEST FLORIDA, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be RLR Enterprises of Southwest Florida, Inc.

ARTICLE TWO

CORPORATE DURATION

The corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE

PURPOSE OF CORPORATION

The corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

OFFICE

The principal office of the corporation shall be located at 2709 Swamp Cabbage Court, Fort Myers, Florida 33901 and its mailing address shall be 2709 Swamp Cabbage Court, Fort Myers, Florida 33901.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100,000. The shares shall be of a single class, and shall have a par value of one cent (\$0.01) per share.

ARTICLE SIX
SHAREHOLDER'S PREEMPTIVE RIGHTS

Each shareholder shall have the right to maintain their fixed percentage of ownership in the corporation by purchasing their proportionate share of any new stock issued by the corporation.

ARTICLE SEVEN
S CORPORATION ELECTION

It is the intent of the Incorporator that the corporation qualify as an S corporation under Section 1361, of the Internal Revenue Code and that such actions be taken by the appropriate officers of the corporation to accomplish the compliance. The corporation shall continue its business operations as an S corporation until such time as the board of directors or shareholders of the corporation elect otherwise.

ARTICLE EIGHT
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2709 Swamp Cabbage Court, Fort Myers, Florida 33901 and the name of its initial registered agent at that address is Richard L. Rodriguez.

ARTICLE NINE
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Richard L. Rodriguez	12620 Kenwood Lane, Apt. C, Fort Myers, FL 33907

ARTICLE TEN

INCORPORATORS

The name and address of each incorporator of the corporation is:

Name	Address
Richard L. Rodriguez	12620 Kenwood Lane, Apt. C, Fort Myers, FL 33907

ARTICLE ELEVEN

INDEMNIFICATION

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

ARTICLE TWELVE

AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, by a majority vote of the board of directors, and any right conferred upon the shareholders of the corporation is subject to this reservation.

Executed by the undersigned at Fort Myers, Florida, on July 10 1998.

Richard L. Rodriguez
RICHARD L. RODRIGUEZ

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 10th day of July, 1998, by RICHARD L. RODRIGUEZ, who is personally known to me or who has produced FL Driver's license R362-772520 as identification.

Bobbe A. Brown

Notary Public

Printed Name of Notary:

Bobbe A. Brown

Notary Commission No:

My Commission Expires:



BOBBE A. BROWN
MY COMMISSION # CC422073 EXPIRES
December 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is:

RLR ENTERPRISES OF SOUTHWEST FLORIDA, INC.

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

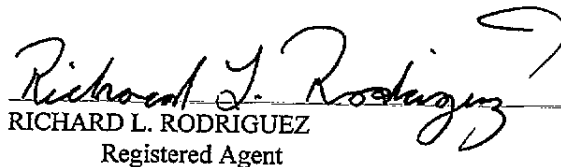
RICHARD L. RODRIGUEZ
2709 Swamp Cabbage Court
Fort Myers, Florida 33907

Dated: July 10, 1998.


RICHARD L. RODRIGUEZ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.


RICHARD L. RODRIGUEZ
Registered Agent