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Collins, Brown, Caldwell,  
Barkett, Rossway, Garavaglia & Moore

CHARTERED

ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD

VERO BEACH, FLORIDA 32963

561-231-4343

FAX: 561-234-5213

PLEASE REPLY TO:

POST OFFICE BOX 3686  
VERO BEACH, FLORIDA 32964

BRUCE D. BARKETT  
CALVIN B. BROWN  
WILLIAM W. CALDWELL  
SUSAN A. CALISTRI  
EDITH E. COLLINS  
GEORGE G. COLLINS, JR.\*  
MICHAEL J. GARAVAGLIA  
JOHN E. MOORE, III\*\*  
BRADLEY W. ROSSWAY  
LISA N. THOMPSON

August 4, 1998

\*BOARD CERTIFIED REAL ESTATE LAWYER  
\*\*ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

Via Federal Express - 6194.1

Department of State  
Division of Corporations  
409 E. Gaines  
Tallahassee, FL 32399

900002608059--9  
-08/05/98--01067--018  
\*\*\*122.50 \*\*\*122.50

Re: Red Stick Acquisition Corporation

Dear Sir or Madam:

With regard to the above, enclosed is original and one (1) copy of Articles of Incorporation and my firm's check in the amount of \$122.50, which represents the filing fee and certified copy fee.

Upon receipt and assignment of Charter Number, please return to William W. Caldwell, Esq., Post Office Box 3686, Vero Beach, Florida 32964.

If you have any questions or need additional information please call the undersigned at 561-231-4343. Thank you.

Very truly yours,



WILLIAM W. CALDWELL  
For the Firm

/mjw  
Enclosures

cc/enc: Mr. Warren L. Schwerin

APPROVED  
AND  
FILED  
98 AUG -5 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK AUG 10 1998

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**RED STICK ACQUISITION CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be RED STICK ACQUISITION CORPORATION.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 890 Seaward Drive, Indian River Shores, Florida 32963.

**ARTICLE III**  
**SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV**  
**MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is by the shareholders at the annual shareholders' meeting.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are William W. Caldwell, 756 Beachland Boulevard, Vero Beach, Florida 32963.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation are William W. Caldwell, Post Office Box 3686, Vero Beach, Florida 32964.

  
William W. Caldwell, Incorporator

8-3-98  
Date

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.

William W. Caldwell  
William W. Caldwell, Registered Agent

8-3-98  
Date

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AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA