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LONG & PRYOR, P.A.
ATTORNEYS AT LAW
1221 WEST COLONIAL DRIVE
SUITE 102
ORLANDO, FLORIDA 32804

EFFECTIVE DATE
8/4/98

OMETRIAS DEON LONG
THOMAS E. PRYOR, JR.*
*ALSO ADMITTED IN SOUTH CAROLINA

TELEPHONE: (407) 422-1600
FACSIMILE: (407) 422-1606
E-Mail LongPryor@aol.com

August 5, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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Re: RD, Inc.

Dear Sirs:

Enclosed please find an original and copy of the Articles of Incorporation for RD, INC. Also enclosed please find a check in the amount of \$122.50 to cover fees for filing the Articles of Incorporation, the fee for appointment of a registered agent and the fee for obtaining a certified copy of the Articles of Incorporation. Please, upon filing, send the certified copy of the Articles of Incorporation to my attention. If you any questions concerning these Articles, please contact me at your earliest convenience.

Sincerely,

Thomas E. Pryor, Jr.
Thomas E. Pryor, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/12/98

ARTICLES OF INCORPORATION
OF
RD, INC.

EFFECTIVE DATE
8/4/98

The undersigned, acting as sole incorporator, does hereby desire to form a corporation for profit pursuant to the Florida Business Corporation Act and does hereby adopt the following Articles of Incorporation:

Article I-Name of Corporation

The name of the corporation shall be **RD, INC.**

Article II-Term of Existence

The corporation shall commence its corporate existence upon the execution of these Article of Incorporation and shall exist perpetually.

Article III-General Purposes

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

Article IV-Capital Stock

The aggregate number of shares for which the corporation shall have authority to issue is Five Thousand (5,000) shares of common stock, par value, One Cent (\$.01) per share.

Article V-Initial Registered Office and Agent

The street address of the initial registered office of the corporation is **1221 W. Colonial Drive, Suite 102, Orlando, Florida 32804** and the name of the initial registered agent of the corporation at that address is **Thomas E. Pryor, Jr.**

Article VI-Incorporator

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

<u>Name</u>	<u>Address</u>
Thomas E. Pryor, Jr.	1221 W. Colonial Drive, Suite 102 Orlando, Florida 32804

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TALLAHASSEE, FLORIDA

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Article VII-Board of Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Bertram M. Wachtel	2523 Butler Bay Dr. N. Windermere, Florida 34786

Article VIII-Bylaws

The power to adopt, amend, or repeal the Bylaws for the management of the corporation shall be vested solely in the shareholders of the corporation.

Article IX-Principle Office: Mailing Address

The location and mailing address of the principal office of the corporation is **2523 Butler Bay Dr. N., Windermere, Florida 34786**. The location of the principal office shall be subject to change as may be provided in Bylaws duly adopted by the shareholders of the corporation.

Article X-Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida this 4th day of August, 1998.

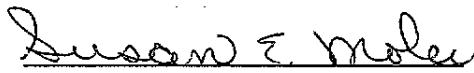


THOMAS E. PRYOR, JR.

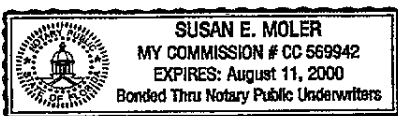
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by Thomas E. Pryor, Jr., who is personally known to me this 4th day of August, 1998.

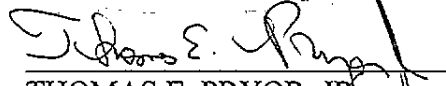


NOTARY PUBLIC



ACCEPTANCE BY REGISTERED AGENT

The undersigned, THOMAS E. PRYOR, JR., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0505 of the Florida Business Corporation Act.


THOMAS E. PRYOR, JR.

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