

Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

P98000070369

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

August 7, 1998

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: RPB AND ASSOCIATES, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$70.00, payable to the Secretary of State, in payment of the requisite filing fee.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning a file-stamped copy to my office in the stamped, self-addressed enveloped provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,

WATSON & OSBORNE, P.A.

Amy J. Austin
Amy J. Austin
Legal Assistant

:aja
Enclosures

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-08/10/98-01063-010
*****70.00 *****70.00

APPROVED
AND
FILED
98 AUG 10 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

208 PONTE VEDRA PARK DR., SUITE 101
PONTE VEDRA BEACH, FL 32082
(904) 273-7008
FAX (904) 273-6389

3030 HARTLEY ROAD, SUITE 290
JACKSONVILLE, FLORIDA 32257
(904) 260-6629
FAX (904) 260-5123

1566 DUNN AVENUE, SUITE 2
JACKSONVILLE, FLORIDA 32218
(904) 757-7530
FAX (904) 757-7527

2500 MONUMENT ROAD, SUITE 201
JACKSONVILLE, FLORIDA 32225
(904) 641-2720 / (904) 724-6333
FAX (904) 641-6508

B. BROCK AUG 12 1998

ARTICLES OF INCORPORATION

FOR

RPB AND ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is RPB AND ASSOCIATES, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in sale of satellite systems and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each.

The shares of stock are to be issued as follows:

<u>NAME</u>	<u>SHARES</u>
Richard P. Briggs	100

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TALLAHASSEE, FLORIDA

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ARTICLE SIX

The street address of the corporation is 1811 Rogero Road, Jacksonville, FL 32211.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of each person who is to serve as a member of the initial board of directors and their respective offices are:

<u>NAME</u>	<u>ADDRESS</u>
Richard P. Briggs President, Vice President Secretary & Treasurer	1811 Rogero Road Jacksonville, FL 32211

ARTICLE EIGHT

The name and address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Richard P. Briggs	1811 Rogero Road Jacksonville, FL 32211

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by the unanimous vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Jacksonville, Florida on this 7th day of

August, 1998.

WITNESSES:

Amy J. Austin
Bonnie Markley

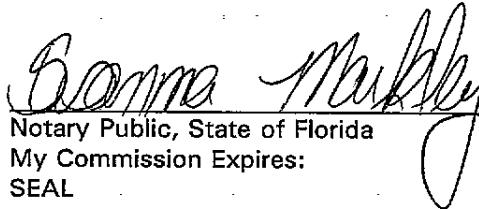
INCORPORATOR:

Richard P. Briggs

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Richard P. Briggs, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7TH day of AUGUST, 1998.



Notary Public, State of Florida
My Commission Expires:
SEAL

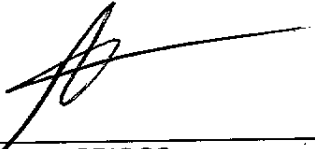


SUSANNA MARKLEY
MY COMMISSION # CG433282 EXPIRES
April 8, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

INITIAL REGISTERED AGENT OF RPB AND ASSOCIATES INC.

The address of the initial registered agent of the corporation is 1811 Rogero Road, Jacksonville, FL 32211, and the name of its initial registered agent at such address is Richard P. Briggs.

By his signature below, Richard P. Briggs accepts designation as registered agent of RPB AND ASSOCIATES, INC.



RICHARD P. BRIGGS

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TALLAHASSEE, FLORIDA

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AND
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