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Law Office of
Robert L. Williams

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Telephone: (941) 488-8887
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September 16, 1998

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-09/18/98--01051--005
****122.50 ****122.50

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

Re: RBE, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation, together with a check in the amount of \$122.50 to cover the filing fees and certified copy. When the Articles have been filed, please return the certified copy to me.

Very truly yours,

Robert L. Williams
Robert L. Williams

RLW:pa

Encs.

P. Hall

SEP 21 1998

(4)

FILED
98 SEP 18 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RBE, INC.

FILED
98 SEP 18 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be RBE, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:
553 Briarwood Road, Venice, Florida 34293.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV

The name and address of the initial registered agent is:

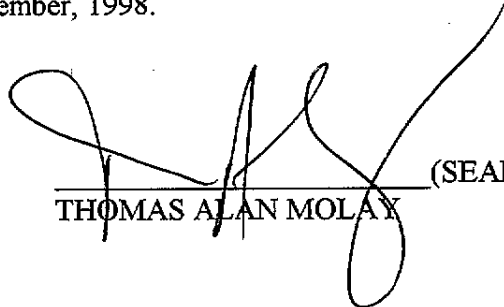
Robert L. Williams
209 S. Nassau Street
Suite 101
Venice, FL 34285

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is:

Thomas Alan Molay
553 Briarwood Road
Venice, FL 34293

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 16 day of September, 1998.




THOMAS ALAN MOLAY (SEAL)

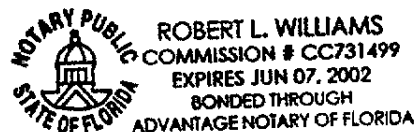
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a duly authorized Notary Public, personally appeared THOMAS ALAN MOLAY, to me known or who produced 71. D/L as identification, to be the person described in as Incorporator and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of September, 1998.



Notary Public
Commission Exp.
Commission No.



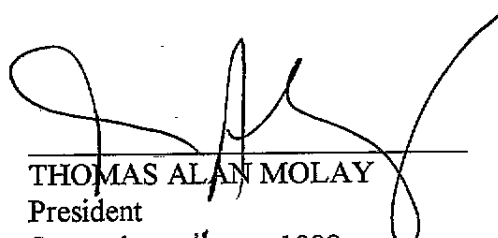
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
98 SEP 18 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: RBE, INC.
2. The name and address of the registered agent and office is:

ROBERT L. WILLIAMS
209 S. Nassau Street
Suite 101
Venice, FL 34285


THOMAS ALAN MOLAY
President
September 16, 1998

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.


ROBERT L. WILLIAMS

September 16, 1998