

10/08/98 THU 12:19 FAX 423 4195 LOWNDES DROSDICK

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10/08/98 FLORIDA DIVISION OF CORPORATIONS 11:31 AM
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((H98000018705 7)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KAREN L DIDEA
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: RCK HOLDINGS CORPORATION
AUDIT NUMBER.....H98000018705
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
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** ENTER 'M' FOR MENU. **

ATTORNEY: 424
CLIENT: 099994
MATTER: 45110

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF
TODAY, October 8, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA
Direct Dial: 407/418-6462

FILED
98 OCT -8 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATIONOFRCK HOLDINGS CORPORATIONARTICLE I - NAME

The name of this corporation is RCK HOLDINGS CORPORATION.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation is 8981 Charleston Park, Orlando, Florida 32819, and the mailing address is 215 North Eola Drive, Orlando, Florida 32801.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED THOUSAND (100,000) shares of ONE CENT (\$0.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is James J. Hctor.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Peter L. Chamberlain

2714 Rew Circle, Suite 200
Ocoec, Florida 34761

This document was prepared by:
Timothy J. Manor, Esquire
Florida Bar Number: 188266
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kenneth M. Smith

7512 Sugar Bend Drive
Orlando, Florida 32819

Ronald G. Haag

8981 Charleston Park
Orlando, Florida 32819

ARTICLE VI - INCORPORATOR

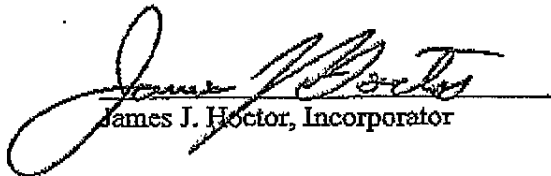
The name and address of the person signing these Articles are as follows:

James J. Hektor

215 North Eola Drive
Orlando, Florida 32801


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 8th day of October, 1998.


James J. Hektor, Incorporator

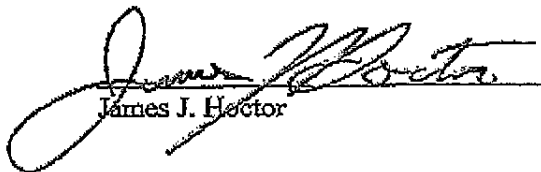
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of RCK Holdings Corporation.


James J. Hektor

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of RCK Holdings Corporation.


James J. Hektor