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KEITH WATSON  
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REPLY TO:  
2500 MONUMENT ROAD, SUITE 201

October 8, 1998

300002664183--4  
-10/15/98-01014-011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: RJB Enterprises *of Tex., Inc.*

Dear Sirs:

Enclosed please find the original plus one copy of the Articles of Incorporation for RJB Enterprises, Inc. for filing with the Florida Secretary of State. I am also enclosing our firm check in the amount of \$70.00 for your fee along with a return envelope for return of one filed copy to me.

Should you have any questions or concerns, please feel free to contact me.

Very truly yours,

*Debbie Ray*

Debbie Ray  
Senior Paralegal

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

*Louise* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Corp Name*  
DATE *10-15-98*  
DOC. EXAM *CB*

*CB*  
*10-15-98*  
*5*

**ARTICLES OF INCORPORATION**  
**FOR**

RJB ENTERPRISES OF JAX., 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 RJB ENTERPRISES OF JAX., 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 the marketing and retail distribution of consumer products, 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 five hundred (500). 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 J. Burnett	500

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE SIX

The street address of the corporation is 1443 Blackhawk Trail East, Jacksonville, Florida 32225.

#### 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 J. Burnett President and Treasurer	1443 Blackhawk Trail East Jacksonville, FL 32225
Joan P. Burnett Vice President and Secretary	1443 Blackhawk Trail East Jacksonville, FL 32225

#### ARTICLE EIGHT

The name and address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Richard J. Burnett	1443 Blackhawk Trail East Jacksonville, Florida 32225

#### 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 28th day of September, 1998.

WITNESSES:

Deborah R. Ray  
\_\_\_\_\_

INCORPORATOR:

Richard J. Burnett  
RICHARD J. BURNETT

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 J. Burnett, 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 29th day of September, 1998.

Deborah R. Ray

Notary Public, State of Florida

My Commission Expires:

SEAL

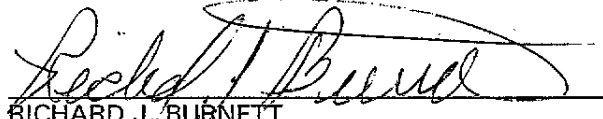


Deborah R. Ray  
MY COMMISSION # CG620434 EXPIRES  
February 19, 2001  
BONDED WITH TROY FAIR INSURANCE, INC.

INITIAL REGISTERED AGENT RJB ENTERPRISES OF JAX., INC.

The address of the initial registered agent of the corporation is 1443 Blackhawk Trail East, Jacksonville, Florida 32225, and the name of its initial registered agent at such address is Richard J. Burnett.

By his signature below, Richard J. Burnett accepts designation as registered agent of RJB ENTERPRISES OF JAX., INC.

  
RICHARD J. BURNETT

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TALLAHASSEE, FLORIDA