

P98000090716

EMMANUEL, SHEPPARD & CONDON
ATTORNEYS AT LAW

ALAN B. BOOKMAN
T.A. BOROWSKI, JR.
GERALD L. BROWN
A.G. CONDON, JR.
ERICK M. DRICKA
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
KRAMER A. LITVAK

Post Office Drawer 1271
PENSACOLA, FLORIDA 32596
TOLL FREE 1-800-433-6581
<http://www.esclaw.com>

WM. DOUGLAS MARSH
GERALD MCKENZIE
JOHN W. MONROE, JR.
WANDA W. RADCLIFFE
JILL K. SATTERWHITE
ALAN C. SHEPPARD
CRYSTAL COLLINS SPENCER
WARREN R. TODD

October 20, 1998

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

Re: R.R. Ventures Holdings, Inc.

100002671121--7
-10/23/98-01055--006
****122.50 *****78.75

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of R.R. Ventures Holdings, Inc. Our firm check in the sum of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>
total	\$122.50

If you have any questions, please give me a call.

Sincerely yours,

Gerald L. Brown

FILED
98 OCT 23 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GLB:las

Enclosure

C

ARTICLES OF INCORPORATION
OF
R.R. VENTURES HOLDINGS, INC.

FILED
98 Oct 23 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE - NAME

The name of the corporation is R.R. VENTURES HOLDINGS, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 911 Coronado Drive, Gulf Breeze, Florida 32561 with a mailing address of 911 Coronado Drive, Gulf Breeze, Florida 32561 and the name of the initial registered agent of this corporation at that address is Thomas L. Throm, Jr.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME

ADDRESS

Thomas L. Throm, Jr.

911 Coronado Drive
Gulf Breeze, Florida 32561

Dwayne Salter

911 Coronado Drive
Gulf Breeze, Florida 32561

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is Thomas L. Throm, Jr., 911 Coronado Drive, Gulf Breeze, Florida 32561.

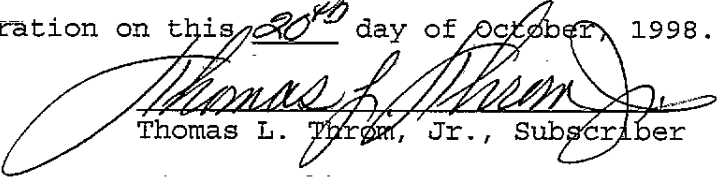
ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

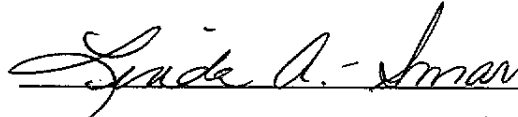
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

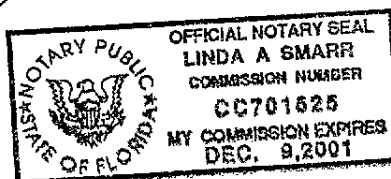
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 20th day of October, 1998.


Thomas L. Throm, Jr., Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 20th day of October, 1998 by Thomas L. Throm, Jr., who is personally known to me and who did not take an oath.

 (SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

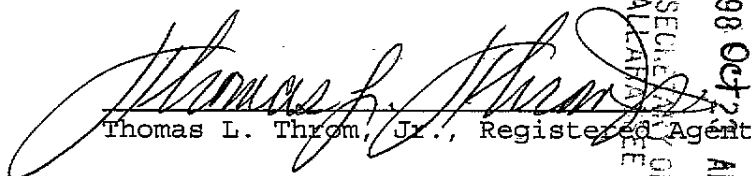
R.R. VENTURES HOLDINGS, INC.

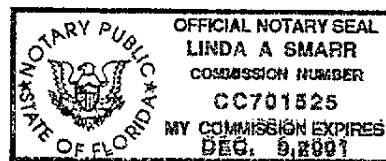
In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First--that R.R. VENTURES HOLDINGS, INC. desiring to organize under
the laws of the State of Florida with its principal office, as indicated
in the Articles of Incorporation at City of Gulf Breeze, County of Santa
Rosa, State of Florida has named Thomas L. Throm, Jr. located at 911
Coronado Drive, City of Gulf Breeze, County of Santa Rosa, State of
Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provision of said Act
relative to keeping open said office.


Thomas L. Throm, Jr., Registered Agent



FILED
98 OCT 21 AM 11:04
TALLAHASSEE FLORIDA
SECRETARY OF STATE