

Robert E. Bourne, Jr., Esquire

Legal Assistant: Darlene C. Lambert Attorneys and Counselors at Law 521 Lake Avenue, Suite 3 Lake Worth, Florida 33460-3889 (561) 586-5151

November 11, 1998

State of Florida Division of Corporations 409 East Gaines St. Tallahassee, FL 32399

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Re: Rickard Holdings, Inc.
Articles of Incorporation

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation of Rickard Holdings, Inc., along with my check in the amount of \$70.00 representing the filing fee.

I also enclose herewith a postage prepaid return envelope in which I would request you furnish me the copy of the Articles of Incorporation showing the filed date.

Very truly yours,

Robert E. Bourne, Jr.

REB/dl enclosures



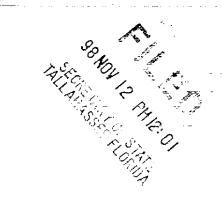
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ARTICLES OF INCORPORATION

OF

RICKARD HOLDINGS, INC.



The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RICKARD HOLDINGS, INC.

The address of the principal office of this corporation shall be 1080 Fairview Lane, Riviera Beach, Florida 33404, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1080 Fairview Lane, Riviera Beach, Florida 33404, and the name of the initial registered agent of the corporation at that address is Richard Rickard.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successor is elected or appointed is:

Richard Rickard Dir./Pres.

1080 Fairview Lane Riviera Beach, Florida 33404

Delphine M. Rickard Dir./Vice Pres./ Secretary/Treasurer 1080 Fairview Lane

Riviera Beach, Florida 33404

ARTICLE VIII. INCORPORATOR

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

Richard Rickard 1080 Fairview Lane Riviera Beach, Florida 33404

ARTICLE IX. REGISTERED AGENT

The Registered Agent of said corporation shall be Richard Rickard, a resident of Palm Beach County, Florida. The registered office of the corporation shall be at 1080 Fairview Lane, Riviera Beach, Florida 33404.

IN WITNESS WHEREOF, the undersigned Subscriber and Registered Agent has hereunto set his hand and seal on the \cancel{jh} day of

November, 1998.

Richard Rickard, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared RICHARD RICKARD, who [X] is personally known to me or who [] produced State of Florida Driver's License number as identification; who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Lake Worth, Florida, this day of November, 1998.



Ouline C. Lambert Notary Public

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Richard Rickard, Registered Agent

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