

**FULLER & ASSOCIATES**  
ATTORNEYS AT LAW

**BARRY J. FULLER**

Member Florida and California Bars

**GLENN A. TAYLOR**

Member Florida and Hawaii Bars

Certified Public Accountant, Florida and Hawaii

**JAMES D. ACOSTA, OF COUNSEL**

Certified Civil Trial Attorney

THE OFFICE PAVILION

2301 PARK AVENUE, SUITE 404

ORANGE PARK, FLORIDA 32073

TELEPHONE: (904) 264-0585

TELEFAX: (904) 264-1714

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February 19, 1999

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

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-02/22/99-0124-010  
\*\*\*\*\*20.00  
FILED  
9 FEB 22 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Re: Articles of Incorporation  
R&H Holdings International, Inc.**

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation as referenced above together with my check for the \$70.00 filing fee.

Sincerely yours,

*Barry J. Fuller*  
Barry J. Fuller By mcb.

BJF:mcb  
Enclosure

*2/24*

**ARTICLES OF INCORPORATION**  
**OF**  
**R & H HOLDINGS INTERNATIONAL, INC.**

**FILED**  
99 FEB 22 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST  
NAME**

The name of the corporation is: R & H HOLDINGS INTERNATIONAL, INC.

**SECOND  
DURATION**

The period of duration of the corporation is perpetual.

**THIRD  
PURPOSE**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**FOURTH  
SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding is 10,000 shares of common stock having a par value of \$1.00 per share.

**FIFTH  
REGISTERED AGENT**

The initial street address in Florida of the initial registered office of the corporation is

2301 Park Avenue, Suite 404, Orange Park, Florida 32073, and the name of the initial registered agent at such address is Glenn A. Taylor.

The principal place of business of this corporation is 138 Industrial Loop, Orange Park, Florida 32073.

#### SIXTH PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

#### SEVENTH INITIAL INCORPORATOR

The name and address of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Rutherford, Jr.	1893 County Road 220 Orange Park, Florida 32073
Harold L. Mitchell	2701 Lexington Drive Orange Park, Florida 32065

#### EIGHTH INITIAL DIRECTORS

The Board of Directors of the corporation shall consist of from one to five members, as more specifically set forth in the by-laws. The number of directors may be increased or

decreased from time to time by amendment to the by-laws. Initially, there shall be one member. The name and address of the initial members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Rutherford, Jr.	1893 County Road 220 Orange Park, Florida 32073
Harold L. Mitchell	2701 Lexington Drive Orange Park, Florida 32065

#### NINTH CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or as Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

#### TENTH AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

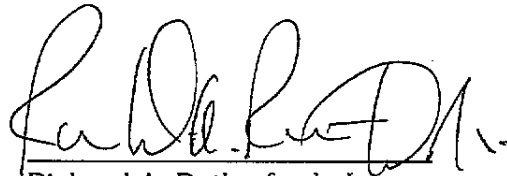
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange Park, Clay County, Florida this 19<sup>th</sup> day of February, 1999.

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

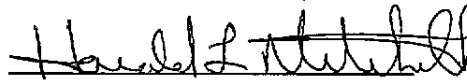
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: R & H HOLDINGS INTERNATIONAL, INC. The name and address of the registered agent and office is:

Glenn A. Taylor  
2301 Park Avenue, Suite 404  
Orange Park, Florida 32073



Richard A. Rutherford, Jr.




Harold L. Mitchell

Incorporators

Date: 2-19-99

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.

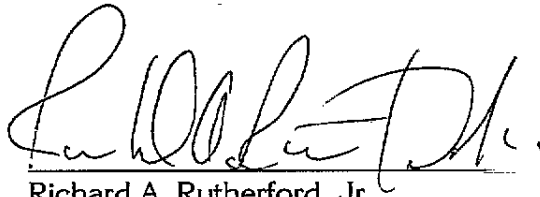


Glenn A. Taylor

Date: 2-19-99



GLENN ALAN TAYLOR  
Notary Public, State of Florida  
My comm. expires May 11, 2002  
Comm. No. CC 725861



Richard A. Rutherford, Jr.

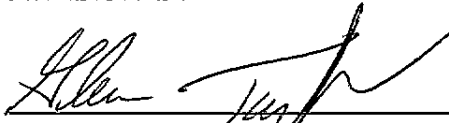


Harold L. Mitchell

**STATE OF FLORIDA  
COUNTY OF CLAY**

Before me, the undersigned authority, personally appeared Richard A. Rutherford, Jr. and Harold L. Mitchell, who is known to be the persons described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 19<sup>th</sup> day of February, 1999 in the County and State aforesaid.

  
NOTARY PUBLIC  
My Commission Expires:



GLENN ALAN TAYLOR  
Notary Public, State of Florida  
My commission expires 11/11/2002  
Comm. No. CC 725861

99 FEB 22 PM 3:11  
CLAY COUNTY  
STATE OF FLORIDA

FILED