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April 8, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
99 APR 12 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of R & R Creatives, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Thank you for your assistance in this regard. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,


KATHLEEN REYNOLDS

KR:ah

Enclosures: as stated

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ARTICLES OF INCORPORATION
OF
R & R CREATIVES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is R & R CREATIVES, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

230 Seabreeze Court
Panama City Beach, Florida 32413

The mailing address of this corporation shall be:

Post Office Box 5791
Destin, Florida 32541

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Robin Johnson
230 Seabreeze Court
Panama City Beach, Florida 32413

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles is:

Robin Johnson
230 Seabreeze Court
Panama City Beach, Florida 32413

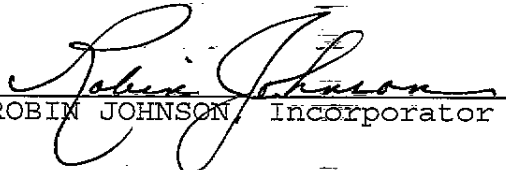
ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 7th day of April, 1999.


ROBIN JOHNSON, Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 7th day of April, 1999, by ROBIN JOHNSON, who is personally known to me or who has produced _____ as identification and acknowledged and declared that she executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: 5/1/99



TIFFANY DONALDSON
MY COMMISSION # CC447555 EXPIRES
May 1, 1999
BONDED THRU TROY FAIN INSURANCE, INC.


CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: R & R CREATIVES, INC.
2. The name and address of the registered agent is Robin Johnson, 230 Seabreeze Court, Panama City Beach, Florida 32413. The address of the principal office is 230 Seabreeze Court, Panama City Beach, Florida 32413.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 7th day of April, 1999.


ROBIN JOHNSON
Registered Agent

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TALLAHASSEE, FLORIDA