

P 99000036309
JAMES T. BENNETT, CPA, P.A.
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NORTH PALM BEACH, FL 33408
(561) 627-5330

April 12, 1999


Secretary of State
Division of Corporations
Domestic Charter Filing Section
P. O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation of RLT Holdings, Inc. Also enclosed is a check in the amount of \$70.00 to cover the filing and registered agent fees. Please let me know if there are any problems with this filing.

Yours truly,


James T. Bennett
Incorporator

Enclosure

FILED
99 APR 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APR 20 1999

ARTICLES OF INCORPORATION

OF

RLT HOLDINGS, INC.

FILED
99 APR 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned subscriber to these Articles of Incorporation being a person competent to contract, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE I - NAME

The name of this corporation shall be RLT HOLDINGS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United State of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock, of one dollar (\$1.00) par value. The consideration to be paid for each share shall be fixed by the Board of Dierectors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V - TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address in the State of the principal office of the corporation shall be:

860 U.S. Highway One - Ste 212
North Palm Beach, FL 33408

The Board of Directors may from time to time move the principal office to any other address in Florida. The corporation shall have the power to transact business in any other place or places, both within and without the State of Florida, and throughout the world. The annual meeting of stockholders shall be held at the place designated by the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased by the by-laws adopted by the shareholders, but shall never be less than one. The name and address of the initial director of the corporation is:

Robert L. Totaro
860 U.S. Highway One - Ste 212
North Palm Beach, FL 33408

ARTICLE VIII - INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is:

James T. Bennett
860 U.S. Highway One - Ste 210
North Palm Beach, FL 33408

ARTICLE IX - BY-LAWS

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.


ARTICLE XI - SUB-CHAPTER S CORPORATION

This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - REGISTERED AGENT

The initial registered agent of the corporation is James T. Bennett upon whom any process, notice or demand required or permitted by statute may be served at 860 U.S. Highway One, Suite 210, North Palm Beach, FL 33408.

I hereby accept the provisions of these Articles of Incorporation as registered agent.

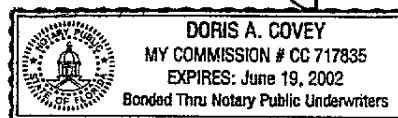

JAMES T. BENNETT

In witness whereof, the undersigned, as subscribing incorporator, has hereinto set his hand and seal this 15th day of April, 1999, for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files, in the Office of the Secretary of the State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.


JAMES T. BENNETT

SWORN TO AND SUBSCRIBED BEFORE ME
THIS 15th DAY OF APRIL, 1999.

Doris A. Covey
Doris A. Covey



FILED
99 APR 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA