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ATTORNEYS AT LAW

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May 3, 1999

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

Re: R B D Enterprises, Inc.

900002863339--5
-05/05/99--01047--005
****122.50 *****78.75

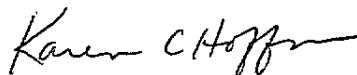
Dear Sir or Madam,

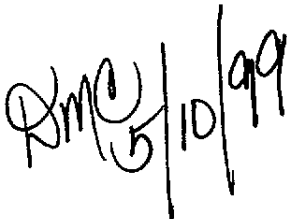
We have enclosed an original and one copy of the Articles of Incorporation for the referenced corporation. Additionally, we have enclosed our firm check for \$122.50 for the filing fee and one certified copy. Please note that the Incorporator subscribed to the stock as of May 3, 1999. Consequently, please file these Articles to be effective as of May 3, 1999.

Please forward the certified copy to my attention at the address provided above.

Please contact me if you have any questions.

Very truly yours,


Karen C. Hoffman



FILED
99 MAY -5 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
R B D ENTERPRISES, INC.**

FILED
99 MAY -5 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is "R B D Enterprises, Inc.", and its principal address is 521 11th Avenue S, Jacksonville Beach, Florida 32250.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 521 11th Avenue S, Jacksonville Beach, Florida 32250. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1031 S 1st Street, Jacksonville Beach, Florida 32250, and the name of the initial registered agent of this corporation at that address is Richard W. Stanley. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

NAME

ADDRESS

Richard W. Stanley

521 11th Avenue S
Jacksonville Beach, Florida 32250

Elizabeth Dale Lazzaro

175 North Roscoe Blvd.
Ponte Vedra Beach, Florida 32082

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Richard W. Stanley

521 11th Avenue S
Jacksonville Beach, Florida 32250

ARTICLE IX

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in

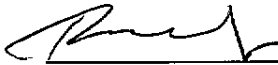
any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE XI

SUBSCRIPTION

As of and by the execution of these Articles of Incorporation by the Incorporator, in consideration of the filing of and the premises and covenants contained in these Articles of Incorporation, the Incorporator hereby subscribes to purchase Five Hundred (500) shares of Common Stock at \$1.00 per share, for a total purchase price of \$ 500.00, to be paid as shall be determined by the Board of Directors.


IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 3rd day of MAY, 1999.

 (SEAL)
Richard W. Stanley
Incorporator

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 3rd day of MAY, 1999, by Richard W. Stanley, who is personally known to me or who produced _____ as identification.

(SEAL)


Print Name: KAREN C HOFFMAN
Notary Public, State of Florida
My Commission expires: _____
Commission Number: _____



Karen C. Hoffman
MY COMMISSION # CC749451 EXPIRES
June 25, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
R B D ENTERPRISES, INC.

FILED
99 MAY -5 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned,
having been designated as the initial Registered Agent for the service of process within
the State of Florida upon R B D Enterprises, Inc., a corporation organized under the laws
of the State of Florida, does hereby accept the appointment as such Registered Agent for
the above-named corporation, and does hereby agree to comply with the provisions of
Section 48.091(2) relative to keeping open the Registered Office of said corporation, which
Registered Office is located at 1031 S 1st Street, Jacksonville Beach, Florida 32250.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set
my hand and seal at JAX BEACH, DUVAL County, Florida, on this 3rd day
of MAY, 1999.


Richard W. Stanley
Registered Agent