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May 19, 1999

Certified Mail No. P 403 803 818

Return Receipt Requested

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

900002881589--3
-05/20/99--01094--005
*****78.75 *****78.75

Re: R & W Development, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of \$78.75, for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,



Derrick Bennett

DB:hvs

Enclosures as stated.

FILED
99 MAY 20 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 25 1999

ARTICLES OF INCORPORATION

OF

R & W DEVELOPMENT, INC.

ARTICLE I - NAME

The name of this corporation is R & W Development, Inc., hereinafter referred to as the "Corporation".

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value common stock. —

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial office and the principal office of the Corporation is Route 2, Box 75, Graceville, Florida 32440, and the registered agent of the Corporation is Wendell Woodham whose address is Route 2, Box 75, Graceville, Florida 32440.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time

by the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are:

Wendell Woodham
Route 2, Box 75
Graceville, FL 32440

Judy Rodgers
425 Cobb Parkway North
Marietta, GA 30065

ARTICLE VII - INCORPORATOR

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

Mr. Wendell Woodham
Route 2, Box 75
Graceville, FL 32440

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, or any former officer or director, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors, subject to any limitation by law. The Board of Directors shall adopt Bylaws for the Corporation, which may be modified, amended or altered as allowed under said Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 30th day of April,

1999.

Wendell Woodham (SEAL)
Wendell Woodham - Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Wendell Woodham, who is personally known to me or who produced Florida Driver's License as identification, and who is known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this, the 30th day of April, 1999.

Helene V. Strahan
Helene V. Strahan, Notary Public
My Commission Expires:
My Commission Number:

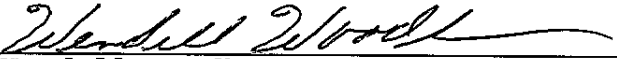


CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that R & W Development, Inc., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at Route 2, Box 75, Graceville, FL 32440, has named Wendell Woodham, Route 2, Box 75, Graceville, FL 32440, as its agent to accept service of process within Florida.

DATED this 30th day of April, 1999.


Wendell Woodham - Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Wendell Woodham - Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA