

* JOHN F. McGUIRE, ESQ.
ELYSE M. McGUIRE, ESQ.
**JOHN A. SMITTEN, ESQ.
JOHN D. HARRINGTON, ESQ.

* ALSO LICENSED IN MICHIGAN
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McGUIRE
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OFFICES
A Professional Association

1173 N.E. Cleveland St.
Clearwater, FL 33755
Phone (727) 446-7659
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P99000062596

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

Re: R & J Investments

To Whom it May Concern:

Enclosed please find my client's articles of incorporation and filing fee of \$78.75. Please return a proof of filing, using the enclosed envelope.

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-07/06/99--01109--004
*****78.75 *****78.75

Sincerely,

/s/

John F. McGuire, Esq.

enc/emm

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99 JUL -6 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER JUL 14 1999

ARTICLES OF INCORPORATION
OF
R & J INVESTMENTS, INC.

The undersigned subscribers to these Articles of Incorporation, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

R & J INVESTMENTS, INC.

The principal place of business of this corporation shall be
3151 San Pedro Street, Clearwater, Florida 33759.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3151 San Pedro Street, Clearwater, Florida 33759, and the name of the initial registered agent of the corporation at that address is Richard W. Henderson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial Board of Directors shall be two, and the names and addresses of the persons who are to serve as members are as follows:

Richard W. Henderson	3151 San Pedro Street Clearwater, FL 33759
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Janice Trull	3151 San Pedro Street Clearwater, FL 33759
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ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

Richard W. Henderson	3151 San Pedro Street Clearwater, FL 33759
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Janice Trull	3151 San Pedro Street Clearwater, FL 33759
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IN WITNESS WHEREOF, we, the undersigned authorized agents of R & J INVESTMENTS, Inc. hereunto set our hand and seal on this

2 day of July, 1999.

By:

Janice Trull
Janice Trull
J.C.T.

By:

Richard W. Henderson
Richard W. Henderson

DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE


The initial Registered Agent is Richard W. Henderson of 3151 San Pedro Street, Clearwater, Florida 33759. By his signature below he hereby accepts.

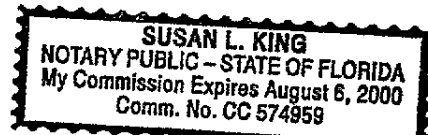


Richard W. Henderson

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 2 day of July, 1999, by ✓ who is personally known to me or produced as identification.


Notary Public
Commission Expires



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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