

GARY WORK
ATTORNEY AT LAW

1940 St. Mary Avenue
Pensacola, Florida 32501-1034

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P99000067742

July 22, 1999

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

000002941040--4
-07/26/99-01082-003
122.50 *78.75

Re: Articles of Incorporation of
R. F. Systems, Inc.

Dear Sir: _


With reference to the proposed captioned corporation,
please find enclosed herewith the following:

(1) The original and one copy of the Articles of
Incorporation.

(2) A check to cover the \$35.00 filing fee, \$35.00
registration fee and \$52.50 for a certified copy, for a total of
\$122.50.

Thank you for your assistance.

Very truly yours,


Gary Work

GW/aeb

Enclosures _

FILED
99 JUL 26 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 7/30/99

ARTICLES OF INCORPORATION

OF

R. F. SYSTEMS, INC.

ARTICLE I

The name of this corporation is R. F. SYSTEMS, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V

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

ARTICLE VI

The street address of the initial registered office of this corporation is 1940 St. Mary Avenue, Pensacola, Florida 32501, and the name of the initial registered agent of this corporation at that address is Gary Work.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII

This corporation shall have **two (2)** directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). Members of the Board of Directors of this corporation need not be residents of the State of Florida or shareholders of the corporation. The names and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Karen Wilson	4051-G Barrancas Avenue PMB 151 Pensacola, FL 32507-3482
Gerald Wilson	4051-G Barrancas Avenue PMB 151 Pensacola, FL 32507-3482

ARTICLE VIII

The name and post office address of the subscriber to these Articles is: Gary Work, 1940 St. Mary Avenue, Pensacola, Florida 32501.

ARTICLE IX

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

ARTICLE X

The effective date of the corporation shall be as of the filing with the Secretary of State and the acceptance by the Secretary.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation, at Pensacola, Florida, on the 22nd day of July, 1999.



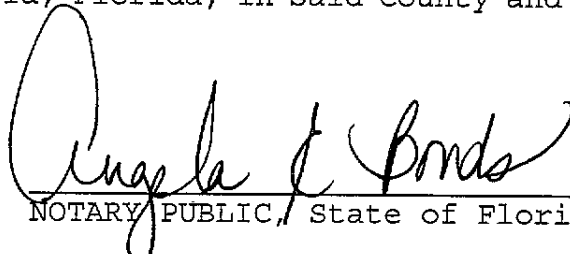
GARY WORK

STATE OF FLORIDA

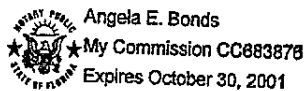
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared GARY WORK, who acknowledged before me that he executed the foregoing Articles of Incorporation on behalf of said corporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunder set my hand and my official seal at Pensacola, Florida, in said County and State, this 22nd day of July, 1999.



NOTARY PUBLIC, State of Florida
My Commission Expires: _____



CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

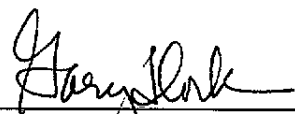
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: That **R. F. SYSTEMS, INC.**, desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at 4051-G Barrancas Avenue, PMB 151, Pensacola,
Florida 32507-3482, has named Gary Work located at 1940 St. Mary
Avenue, Pensacola, Florida 32501, as its agent to accept service of
process within Florida.

R. F. SYSTEMS, INC.

By: 
GARY WORK, Subscriber

Having been named to accept service of process for the
above stated 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 and complete performance of my duties.


GARY WORK, REGISTERED AGENT
Dated: 7/23/99

99 JUL 26 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED