

P99000073067

200002943512--8
-07/28/99-01015-006
*****122.50 *****78.75

July 20, 1999

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

200002943512--8
-08/17/99-01002-016
*****13.00 *****13.00

Dear Sir or Madame:

Enclosed is the completed Articles of Incorporation of **R & H Corporation** - original and one copy and a check in the amount of **\$122.50** made payable to the Division of Corporations.

Please process and file the Articles of Incorporation for **R & H Corporation** in the customary manner.

Should you have any questions on this matter please contact me at (941)755-7363.
Thank you for your timely processing of these articles.

Sincerely,



John Cagle

FILED
99 AUG 17 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FL 32310

8-17
1581441
WS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 5, 1999

JOHN CAGLE
5115 27TH ST. WEST
BRADENTON, FL 34207

SUBJECT: R & H CORPORATION
Ref. Number: W99000018144

We have received your document for R & H CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 399A00039726

ARTICLES OF INCORPORATION

OF

~~R & H Corporation~~ *FAMILY ADVENTURES INC*

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME AND MAILING ADDRESS

The name of the Corporation shall be:

~~R & H Corporation~~ *FAMILY ADVENTURES INC.*

The mailing address is:

5115 27th Street W.
Bradenton, FL 34207

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida as presently enacted and as may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Ten Thousand(10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is:

John Cagle
5115 27th Street W.
Bradenton, FL 34207

FILED
99 AUG 17 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) 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 two (2). The name and address of the initial directors of the corporation who shall serve until a successor is duly elected and qualified are as follows:

John Cagle, PRESIDENT
5115 27th Street W.
Bradenton, FL 34207

Harry A. Cagle, VICE PRESIDENT
432 So. Bayshore Drive
Maderia Beach, FL 33708

Roger Cagle, VICE PRESIDENT
7028 Grevilla Avenue S.
So. Pasadena, FL 33707

ARTICLE VII - INCORPORATORS

The name and address of the initial subscriber signing these Articles of Incorporation is as follows:

John Cagle
5115 27th Street W.
Bradenton FL 34207

ARTICLE VIII - RESTRICTIONS ON THE SALE OF STOCK

NAME	# OF SHARES
John Cagle	(35) THIRTY- FIVE
Harry A. Cagle	(35) THIRTY- FIVE
Roger Cagle	(35) THIRTY- FIVE

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE IX - ADOPTION OF BYLAWS

A special meeting of the scribes or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the corporation and the adoption of the Bylaws and the transaction of such other business as may come before the meeting.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

ARTICLE XII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer of director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, The undersigned subscriber has executed these Articles of

Incorporation on this 24th day of July 1999.

John A. Cagle
(signature)

STATE OF FLORIDA

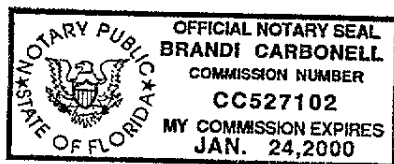
COUNTY OF ~~PINELLAS~~ Manatee BC

BEFORE ME, personally appeared **John Cagle**, who, being first duly sworn, deposes and says that he is the individual described in and executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose herein expressed.

WITNESS MY hand and official seal in the County and State named

above this 24 day of July 1999.

My commission expires: Jan. 24, 2000



Brandi Carbonell
Brandi Carbonell

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

~~R & H Corporation~~ *Family Adventures Inc.*

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

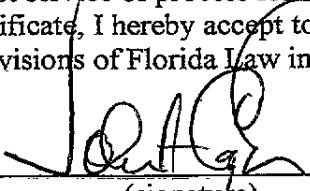
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles at:

**5115 27th Street W.
Bradenton FL 34207**

has named John Cagle located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(signature)

7/24/99

(date)

FILED
99 AUG 17 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FL 32399