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November 5, 1999

Ronald J. Butler
10503-3 San Jose Blvd
Jacksonville, FL 32257

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

800003040418-2
-11/03/99-01/01-006
*****78.75 *****78.75

RE: R&R of NE FLA, Inc.

Dear Sir or Madam:

Enclosed is check in the amount of \$78.75 payable to the Department of State to cover the fee for filing, and for a certified copy of the Articles of Incorporation for the referenced corporation

Your assistance is greatly appreciated.

Very truly yours,


Ronald J. Butler
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

R & R OF NE FLA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

**Name, Location and
Mailing Address of Principal Office**

The name of the corporation is R & R of NE FLA, Inc. The principal office and mailing address of this corporation is 10503-3 San Jose Blvd., Jacksonville, Florida 32257.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. Initially, one hundred (100) shares of capital stock shall be issued to Ronald J. Butler and Rosalia T. Schoonmaker, each as to fifty (50) shares, each share having a par value of \$1.00.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 10503-3 San Jose Blvd., Jacksonville, Florida 32257, and the name of the initial registered agent of the corporation at that address is Ronald J. Butler.

ARTICLE V

Directors

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Ronald J. Butler	11464 Mandarin Woods Drive East Jacksonville, Florida 32223	President, Treasurer
Rosalia T. Schoonmaker	11464 Mandarin Woods Drive East Jacksonville, Florida 32223	Vice President, Secretary

ARTICLE VI

Incorporator

The name and address of the incorporators of this corporation are:

<u>Name</u>	<u>Street Address</u>
Ronald J. Butler	11464 Mandarin Woods Drive East Jacksonville, Florida 32223
Rosalia T. Schoonmaker	11464 Mandarin Woods Drive East Jacksonville, Florida 32223

ARTICLE VII

By-Laws

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IX

Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

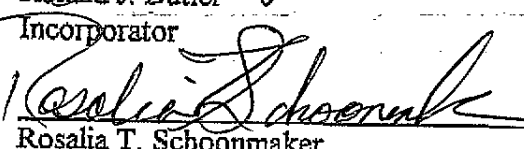
ARTICLE X

Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporators have executed these Articles the 8 day of November, 1999.


Ronald J. Butler
Incorporator


Rosalia T. Schoonmaker
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8 day of November
1999 by Ronald J. Butler and Rosalia T. Schoonmaker.



Sheila M. Stallings
Notary Public, State of Florida

My Commission Expires: Feb. 25, 2001

Personally known ✓ or produced _____ as identification.

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

R & R of NE FLA, Inc. desiring to organize under the laws of the State of Florida as a corporation has named Ronald J. Butler, who maintains an office at 10503-3 San Jose Blvd., Jacksonville, Florida 32257 as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

Dated this 8 day of November, 1999.

By: 

Ronald J. Butler


Rosalia T. Schoonmaker

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 8 day of November, 1999.


Ronald J. Butler