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Melanie S. Meeks
Certified Legal Assistant
E-Mail: msm@arnstein.com

November 17, 1999

VIA-CERTIFIED MAIL/
RETURN RECEIPT REQUESTED
(P 972 030 179)

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

500003050115--4
-11/19/99--01085--007
*****70.00 *****70.00

Re: Articles of Incorporation of Rule Britannia Ltd., Inc.

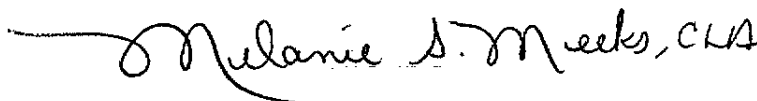
Dear Sir/Madam:

Enclosed herewith is an original and one executed copy of the Articles of Incorporation of Rule Britannia Ltd., Inc., along with our law firms check in the amount of \$70.00 for the required fee to file same with state.

Kindly process this matter at your earliest convenience.

Should you have any questions regarding the above, please do not hesitate to contact our office.

Very truly yours,

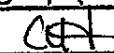


Melanie S. Meeks, CLA

MCS/ssl
Enclosures

cc: Randell C. Doane
Robert S. Robe, Jr.

81750_1

Melanie Meeks GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name - Spell out "Limited"
DATE 11-23-99
DOC. EXAM 

FILED
1999 NOV 19 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell NOV 23 1999

FILED

1999 NOV 19 PM 12:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

RULE BRITTANNIA LIMITED, INC.

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be RULE BRITTANNIA LIMITED, INC., having as its initial corporate mailing address: 509 D1 Sea Oats Drive, Juno Beach, FL 33408.

ARTICLE II - DURATION

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the corporation shall be One Hundred (100) shares of common stock.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 509 D1 Sea Oats Drive, Juno Beach, FL 33408 and the name of the initial registered agent of this corporation at that address is Robert S. Robe, Jr., 509 D1 Sea Oats Drive, Juno Beach, FL 33408. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors of two. The number of directors may be either increased or diminished from time to time, but the number shall, subject to ARTICLE VIII below, never be less than one nor more than five. The name and address of the initial directors of this corporation are:

Robert S. Robe, Jr.
509 D1 Sea Oats Drive
Juno Beach, FL 33408

Delia Ann Robe
509 D1 Sea Oats Drive
Juno Beach, FL 33408

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Robert S. Robe, Jr.
509 D1 Sea Oats Drive
Juno Beach, FL 33408

ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

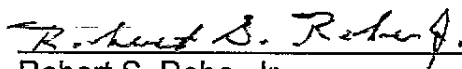
Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - AMENDMENT

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

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this

29th day of October, 1999.


Robert S. Robe, Jr.

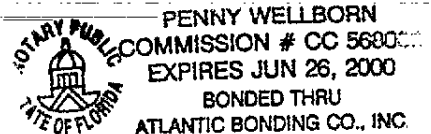
STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, Robert S. Robe, Jr., to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 29th day of October, 1999.

Penny Wellborn
NOTARY PUBLIC
(Type or Print Name)
State of Florida at Large

80042_1



FILED

1999 NOV 19 PM 12:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Florida Statutes the following is submitted:

RULE BRITTANNIA LIMITED, INC., has named Robert S. Robe, Jr., who is located at
509 D1 Sea Oats Drive, Juno Beach, Florida 33408, County of Palm Beach, State of
Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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 provision of said Act relative to keeping open said office.

By: Robert S. Robe, Jr.
Robert S. Robe, Jr.