

P99000110614

November 10, 1999

Secretary of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 23 AM 8:00

FILED

Dear Sir:

Enclosed you will find two original sets of Articles of Incorporation for **The Ring, Inc.**, along with the required acceptance by the registered agent. Please return one original certified copy of the Articles of Incorporation for our Corporate Files, once filing is completed, to:

Sherri L. Thorp
9040 Sunset Drive, Suite 70-A
Miami, FL 33173

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*****78.75 *****78.75

**I HAVE ENCLOSED AN AIRBILL FOR YOU TO FEDERAL EXPRESS THE
CERTIFIED COPIES BACK TO ME. PLEASE RUSH THIS IF AT ALL POSSIBLE.**

Sincerely,

Sherri L. Thorp

Sherri L. Thorp
Executive Assistant
to the President & CEO

T. Burch DEC 27 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 16, 1999

SHERRI L THORP
9040 SUNSET DR STE 70-A
MIAMI, FL 33173

SUBJECT: THE RING, INC.
Ref. Number: W99000026306

We have received your document for THE RING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 699A00054891

To Florida Department of State
Katherine Harris, Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Affidavit Releasing Corporate Name For Use By A New Entity

The undersigned officer/owner of a Florida corporation named Ring, Inc., which was administratively dissolved for not filing the annual report, hereby releases the company name for use by another organization. I/we have no intention of reinstating the corporation.

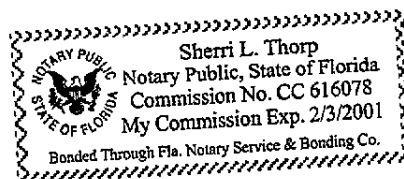
E. Grossarth PRESIDENT
Signature Title

EUGENE J. GROSSARTH
Printed name

Date: 12-7-99

State of Florida, Dade County
The foregoing was acknowledged before me this
7th day of Dec, 1999 by Eugene Grossarth who produced
a drivers license as identification and who did take
an oath.
Dated 12/7/99

Sherri L. Thorp



Articles of Incorporation
Of
The Ring, Inc.

FILED
99 DEC 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is The Ring, Inc., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 635 8th Street, #108, Miami Beach, Florida 33139 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Jacque T. Espy
635 8th Street, #108
Miami Beach, FL 33139

ARTICLE 5 - OFFICERS

The initial officers of the Corporation shall be:

President:	Jacque T. Espy
Secretary:	Jacque T. Espy
Treasurer:	Jacque T. Espy

whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTORS

The Initial Director(s) of the Corporation shall be:

Jacque T. Espy
Jace S. Espy
Sherri L. Thorp

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Directors(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of the Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of the Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of the Corporation and the name of the initial registered agent of the Corporation at such address are as follows:

Registered Agent:

Jacque T. Espy

Street Address of Registered Office:

635 8th Street, #108
Miami Beach, FL 33139

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 9th day of November 1999.

Jacq - T. Eng

Jacque T. Espy, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions set forth in the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: The Ring, Inc.
2. The name and address of the registered agent and office is:

Jacque T. Espy
635 8th Street, #108
Miami Beach, FL 33139

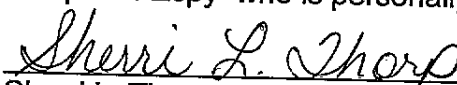
FILED
99 DEC 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Jacque T. Espy November 9, 1999

STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE me this 9th day of November 1999 by Jacque T. Espy who is personally known to me, and who did take an oath.


Sherri L. Thorp
NOTARY PUBLIC

My Commission Expires:

