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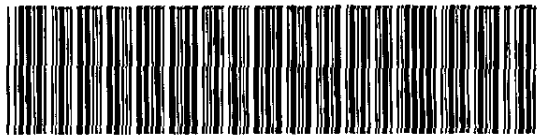
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CHARLES F. BARBER
Attorney at Law
JORDAN HILLS PROFESSIONAL CENTRE
1550 South Highland Avenue - Suite B
Clearwater, Florida 33756

Telephone (727) 441-4727
Facsimile (727) 443-4959
E-Mail Address
debbie@abmlaw.com

Charles F. Barber

April 27, 2005

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Articles of Articles of Incorporation of R2K, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation of R2K, Inc. along with a check in the amount of \$78.75 as the filing fee for the above corporation. Please return a copy of the Articles of Incorporation to my Clearwater address listed above. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Yours very truly,



Debbie A. Borgh
Legal Assistant

dab
Enclosures

ARTICLES OF INCORPORATION

OF

R2K, INC.

ARTICLE I

NAME

The name of the Corporation is R2K, INC. and its mailing address is 514 N. Lincoln Avenue, Clearwater, Florida 33755.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1550 S. Highland Avenue, Suite B, Clearwater, FL 33756, and the name of its initial registered agent of this

05 MAY -9 PM 3:37
SECRETARY OF STATE
CORPORATION

corporation at that address is Charles F. Barber

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The names and addresses of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Ralph R. Kelly	514 N. Lincoln Avenue Clearwater, FL 33755
Jana Reiter	514 N. Lincoln Avenue Clearwater, FL 33755

ARTICLE VII

INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
Jana Reiter	514 N. Lincoln Avenue Clearwater, FL 33755

ARTICLE VIII

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 25th day of April, 2005.

Jana Reiter
JANA REITER

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 25th day of April, 2005.



Debra A. Borgh
Commission # DD369108
Expires January 30, 2009
Bonded Troy Fain - Insurance, Inc. 800-385-7019

Debra A Borgh
Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of which is contained in the foregoing Articles of Incorporation.

Dated this 25 day of April, 2005.

Charles F. Barber
Charles F. Barber, as Registered Agent

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NOTARY PUBLIC STATE OF FLORIDA