

P 08000072671



City/State: **STEPHEN E. TILLEY**
 CERTIFIED PUBLIC ACCOUNTANT
 4206 BAYMEADOWS RD.
 JACKSONVILLE, FL 32217

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 ****122.50 ****122.50

Office Use Only

CORPORATE NUMBER(S), (if known):

1. _____
 (Corporation Name) (Document #)
2. _____
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 98 AUG 18 AM 8:44
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

AUG 20 1998

AUG 12 1998
 [Handwritten signature]

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1998

STEPHEN E. TILLEY
4206 BAYMEADOWS ROAD
JACKSONVILLE, FL 32217

SUBJECT: R2D2, INC.
Ref. Number: W98000018322

We have received your document for R2D2, INC. and your check(s) totaling \$122.50. 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 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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 498A00041913

ARTICLES OF INCORPORATION
OF
R2D2 SERVICES, INC.

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98 AUG 18 AM 8:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is R2D2 Services, Inc.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with par value of \$.10 per share. The sum of \$100.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes, and the corporation is not authorized to issue shares in series.

The stock shall be issued pursuant to Section 1244 of the Internal Revenue Tax Code.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the Corporation is located in Clay County, Florida and the address is 2033 Seven Oaks Court, Orange Park, FL 32073.

The name of the initial registered agent is Stephen E. Tilley, 4206 Baymeadows Road, Jacksonville, Florida 32217.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of four (4) members who need not be a resident of the State of Florida or shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Harbison	2033 Seven Oaks Ct. Orange Park, FL 32073
Rosanne Harbison	2033 Seven Oaks Ct. Orange Park, FL 32073
Ryan Harbison	2033 Seven Oaks Ct. Orange Park, FL 32073
Darcie Harbison	2033 Seven Oaks Ct. Orange Park, FL 32073

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Harbison	2033 Seven Oaks Ct. Orange Park, FL 32073

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a 51% vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

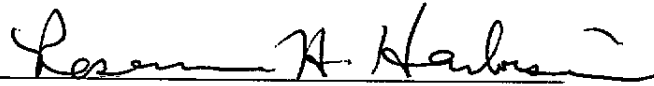
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI - CUMULATIVE VOTING

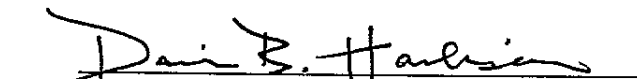
The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said Corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Duval County, Florida on this 3rd day of August 1998.


Dennis Harbison


Rosanne Harbison

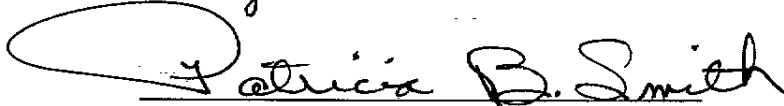

Ryan Harbison


Darcie Harbison

STATE OF FLORIDA)
) ss.:
COUNTY OF Duval)

Before me, the undersigned authority, the above named individuals personally appeared before me known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein, mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Duval County, Florida, this 3rd day of August, 1998.



NOTARY PUBLIC

My Commission Expires:

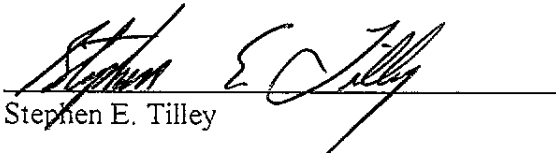


PATRICIA B. SMITH
My Comm Exp. 4/26/00
Bonded By Service Ins
No. CC547169

Personally Known Other I. D.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his designation as Registered Agent for R2D2, Inc.


Stephen E. Tilley

FILED
98 AUG 18 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA