

FD1000004906

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RBC Incorporated
(Name of corporation - must include suffix)

9/17

FILED

Dear Sir or Madam: 00855-00310-029103

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lou Canterbury
(Name of Person)

RBC Incorporated
(Firm/Company)

100 North Pitt St., Suite 300
(Address)

Alexandria, Virginia 22314
(City/State and Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W01-19271

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*****87.50 *****87.50

For further information concerning this matter, please call:

Lou Canterbury at (703) 549-6921
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 20, 2001

LOU CANTERBURY
RBC INCORPORATED
100 NORTH PITT ST., SUITE 300
ALEXANDRIA, VA 22314

SUBJECT: RBC INCORPORATION
Ref. Number: W01000019271

We have received your document for RBC INCORPORATION and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 501A00047487

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Reine De Hart, do hereby certify
(Name)

that this Resolution of the Board of Directors of RBC, Incorporated

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Virginia,


was duly adopted on October 11, 1975.

Be it resolved, that RBC, Incorporated,
(Corporate Name)

organized and existing in the State of Virginia, hereby adopts the name

RBC Management Associates, Incorporated for use in Florida.

Dated: September 10, 2001


Signature of either Chairman, Vice Chairman or any officer

Reine De Hart
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. RBC Incorporated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Commonwealth of Virginia 3. 54-0990960
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 13, 1975 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 9, 2001
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2388 Halperns Way, Middleburg, Florida 32068
(Principal office address)

Same
(Current mailing address)

8. Government Contracting
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
Evelyn Wright
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider Rowland E. Bell

Address: 100 North Pitt St., Suite 300
Alexandria, VA 22314

Vice Chairman: _____

Address: _____

Director: Reine DeHart

Address: 100 North Pitt St., Suite 300
Alexandria, VA 22314

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider Rowland E. Bell

Address: 100 North Pitt St., Suite 300
Alexandria, VA 22314

Vice President: _____

Address: _____

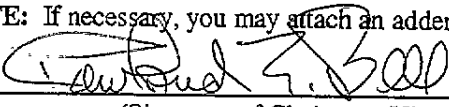
Secretary: Reine DeHart

Address: 100 North Pitt St., Suite 300

Treasurer: Rowland E. Bell

Address: 100 North Pitt. St., Suite 300

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Rowland E. Bell, President
(Typed or printed name and capacity of person signing application)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

RBC, INCORPORATED is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is June 13, 1975.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
July 26, 2001*



Joel H. Peck
Joel H. Peck, Clerk of the Commission