

100 HAYS STREET
TAMPA, FLORIDA 33606
TEL: 813-281-1111
FAX: 813-281-1112

0900140006

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PORTER WRIGHT MORRIS & ARTHUR SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 072788 4718535

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 3, 1996

ORDER TIME : 11:38 AM

ORDER NO. : 072788

CUSTOMER NO: 4718535

CUSTOMER: Mr. Gary K. Wilson
PORTER WRIGHT MORRIS & ARTHUR

Suite 400
4501 Tamiami Trail North
Naples, FL 33940

200001387532
-09/03/96--01019--001
****122.50 ****122.50

DOMESTIC FILING

NAME: RHO ENTERPRISES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 SEP -3 PM 2:37

RECEIVED
56 SEP -3 PM 12:21
DIVISION OF CORPORATIONS

EFFECTIVE DATE

8/30/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 P11 2:37

ARTICLES OF INCORPORATION
OF
RHO ENTERPRISES, INC.

ARTICLE I. Name and Initial Address

The name of this corporation is RHO ENTERPRISES, INC. and initial address of the corporation is 1408 Claret Court, Ft. Myers, Florida 33919.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. Purpose

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

ARTICLE IV. Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Gary K. Wilson and the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 33940.

ARTICLE VII. 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 VIII. Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The names and addresses of the initial directors of this corporation are:

Roger H. Otten
1408 Claret Court
Ft. Myers, FL 33919

Fiona Elisabeth Otten
1408 Claret Court
Ft. Myers, FL 33919

ARTICLE IX. Incorporator

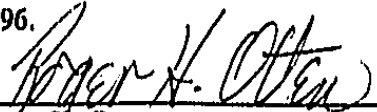
The name and address of the person signing these articles is:

Roger H. Otten
1408 Claret Court
Ft. Myers, Florida 33919

ARTICLE X. 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 subscriber has executed these articles of incorporation this 30th day of AUGUST, 1996.



Roger H. Otten
1408 Claret Court
Ft. Myers, Florida 33919

State of Florida

County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ROGER H. OTTEN, _____ who produced _____ identification or who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
in the state and county aforesaid, this 30 day of August, 1996.



OFFICIAL SEAL
BETHEL JANE NAGY
My Commission Expires
Nov. 9, 1996
Comm. No. CC 234433

(NOTARY SEAL)

Bethel Jane Nagy
Signature of Notary Public

BETHEL JANE NAGY
Name of Notary Public Typed

CC 234433
Serial or License Number of
Notary Public

My Commission Expires: 11-9-96

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -3 PM 2:37

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that RHO ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Ft. Myers, County of Lee, State of Florida, has named GARY K. WILSON, located at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.



ROGER H. OTTEN

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



GARY K. WILSON, Resident Agent