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12/30/96 FLORIDA DIVISION OF CORPORATIONS 9:__ AM
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: HARPER, KYNES, GELLER ACCT#: 070651000745
CONTACT: JACK J GELLER
PHONE: (813)799-4840 FAX #: (813)797-8206

NAME: ROPC, INC.
AUDIT NUMBER......H96000018107
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES....... 2
CERT. COPIES......0 DEL.METHOD.. FAX
EST.CHARGE.. $70.00

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/30/96

HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.

ATTORNEYS AT LAW

Charles A. Buford*¥
Jack J. Geller**
Clark H. Greenleaf***
J. Bruce Harper*
C. Allen Kynes, Jr.
Dennis R. Pemberton
Donna J. Watson

*Board Certified Civil Trial Lawyer
**Also Admitted to Practice in New York
***Also Admitted to Practice in California
¥Board Certified Business Litigation Law

2500 Gulf to Bay Boulevard
Suite 300
Clearwater, Florida 34625
Telephone (813) 799-4840
Fax (813) 797-8206

Please Reply To:

Of Counsel:
Frank C. Logan
Deborah Pointer Kynes

121 North Osceola Avenue
Suite 300
P.O. Box 2774 (Zip 34617-2774)
Clearwater, Florida 34615
Telephone (813) 447-7373
Fax (813) 447-2440

Our File #
#7754/13465

December 30, 1996

VIA FACSIMILE

Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

FILED
96 DEC 30 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: ROPC, INC.
Fax Audit No. H96000018107 8

Dear Sir or Madam:

I am sending to you by facsimile the original Electronic Filing Cover Sheet and Articles of Incorporation for the above corporation. Please fax us confirmation at your earliest convenience.

Thank you for your attention in this matter.

Very truly yours,

HARPER, KYNES, GELLER,
WATSON & BUFORD, P.A.

Sheri L. Fletcher

SHERI L. FLETCHER
Legal Assistant

Enclosures

H96000018107 8

FILED
'96 DEC 30

ARTICLES OF INCORPORATION

OF

ROPC, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

ROPC, INC. shall be the name of this corporation, and the mailing address and its principal office shall be: 650 Island Way, Suite 401, Clearwater, Florida 34630.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having $1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 2560 Gulf to Bay Boulevard, Suite 300, Clearwater, Florida 34625, and the name of the initial registered agent of the corporation at that address is: Jack J. Geller. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

THIS INSRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

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ARTICLE V - DIRECTORS

The corporation shall have no less than one director nor more than nine (9). The number may be increased or decreased as may be authorized by the Bylaws of this corporation. The number of directors constituting the initial Board of Directors shall be one (1).

ARTICLE VI - INITIAL INCORPORATOR

Incorporators	Address
Jack J. Geller	2560 Gulf to Bay Boulevard Suite 300 Clearwater, FL 34625

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for ROPC, INC. and acknowledge the same under the laws of the State of Florida, this 20 day of December, 1996.

Jack J. Geller
Incorporator and Registered Agent

ropc.art

FILED
96 DEC 30

01/23/97 09:58 ☎813 797 8206 HARPER, KYNES ⊘002/003

1/23/97 FLORIDA DIVISION OF CORPORATIONS 9:46 AM
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(((H97000001281 9)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: HARPER, KYNES, GELLER ACCT#: 070651000745
CONTACT: JACK J GELLER
PHONE: (813)799-4840 FAX #: (813)797-8206

NAME: ROPC, INC.
AUDIT NUMBER......H97000001281
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0 PAGES....... 1
CERT. COPIES......0 DEL.METHOD.. FAX
EST.CHARGE.. $35.00

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97 JAN 23 AM 10: 38
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
ROPC, INC.

Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned, as sole incorporator of the Corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is ROPC, INC..

2. Article I, Name, is hereby amended to read as follows:

"ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of the Corporation shall be Ranmar Development, Inc. The principal place of business and mailing address of the corporation shall be 650 Island Way, Suite 401, Clearwater, Florida 34630."

3. The amendment was duly approved by the sole incorporator on January 23, 1997, in accordance with Section 607.1005. The above amendment was adopted without shareholder action which was not required.

DATED: 1/23/97, 1997.

ROPC, INC.

BY [signature]
Jack J. Geller, Sole Incorporator

article2.amd

THIS INSRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

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01/23/97 (813) 797 8206 HARPER KYNES 002/004

1/23/97 FLORIDA DIVISION OF CORPORATIONS 3:07 PM

PUBLIC ACCESS SYSTEM

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(((H97000001338 7)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: HARPER, KYNES, GELLER ACCT#: 070651000745
CONTACT: JACK J GELLER
PHONE: (813)799-4840 FAX #: (813)797-8206

NAME: RANMAR DEVELOPMENT, INC.
AUDIT NUMBER......H97000001338
DOC TYPE..........MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES....... 2
CERT. COPIES......0 DEL.METHOD.. FAX
EST.CHARGE.. $70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 1/24

Merger

HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.

ATTORNEYS AT LAW

CHARLES A. BUFORD**
JACK J. GELLER**
CLARK H. GREENLEAF***
J. BRUCE HARPER*
C. ALLEN KYNES, JR.
DENNIS R. PEMBERTON
DENNIS J. WATSON

*BOARD CERTIFIED CIVIL TRIAL LAWYER
**ALSO ADMITTED TO PRACTICE IN NEW YORK
***ALSO ADMITTED TO PRACTICE IN CALIFORNIA
*BOARD CERTIFIED BUSINESS LITIGATION LAW

2560 GULF TO BAY BOULEVARD
SUITE 300
CLEARWATER, FLORIDA 34625
TELEPHONE (813) 799-4840
FAX (813) 797-8206

PLEASE REPLY TO:

Gulf To Bay Boulevard Office

OF COUNSEL:
FRANK C. LOGAN
DEBORAH POINTER KYNES

121 NORTH OSCEOLA AVENUE
SUITE 300
P.O. BOX 2774 (ZIP 34617-2774)
CLEARWATER, FLORIDA 34615
TELEPHONE (813) 447-7373
FAX (813) 447-2440

OUR FILE #

#

January 23, 1997

VIA FACSIMILE

Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

RE: Ranmar Development, Inc. ("Surviving Corporation")
Fax Audit No. H97000001338 7

Dear Sir or Madam:

I am sending to you by facsimile the original Electronic Filing Cover Sheet and Articles of Merger of Ranmar Development, Inc. and Ranmar of Pinellas County, Inc. Please fax us confirmation at your earliest convenience.

Please note that this merger shall be effective as of February 1, 1997.

Thank you for your attention in this matter.

Very truly yours,

HARPER, KYNES, GELLER,
WATSON & BUFORD, P.A.

Sheri L. Fletcher

SHERI L. FLETCHER
Legal Assistant

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

RANMAR OF PINELLAS COUNTY, INC., a Florida corporation, K82103

INTO

RANMAR DEVELOPMENT, INC., a Florida corporation, P96000103972.

File date: January 23, 1997 , effective February 1, 1997

Corporate Specialist: Steven Harris

H97000001338 7

EFFECTIVE DATE

FILED
97 JAN 23 AM 9:16
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF RANMAR DEVELOPMENT, INC. AND RANMAR OF PINELLAS COUNTY, INC.

Pursuant to the provisions of Florida Statutes Section 607.1105, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into one corporation:

ARTICLE I - ADOPTION

A Plan of Merger was adopted by the Board of Directors and approved by the Sole Shareholder of each of the undersigned corporations as follows:

Name of Corporation	Date of Approval
Ranmar Development Inc	January 23, 1997
Ranmar of Pinellas County, Inc.	January 23, 1997

ARTICLE II - PLAN OF MERGER

The Plan of Merger (the "Plan") adopted by each of the undersigned corporations is as follows:

1. Effective Date. The Plan shall be effective as of February 1, 1997 at which date the separate existence of Ranmar of Pinellas County Inc. ("Ranmar") shall cease and Ranmar shall be merged into Ranmar Development, Inc. (the "Surviving Corporation").

2. Articles of Incorporation; Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation in existence at the effective date of this Plan shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

3. Exchange of Shares. At the effective date of this Plan, each share of the issued and outstanding stock of Ranmar shall be exchanged for 1/500 of a share of the $1.00 par value Common Stock of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 23rd day of January, 1997.

THIS INSRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

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RANMAR DEVELOPMENT, INC.

BY Randy A. Mears Pres.
Randy A. Mears, President

RANMAR OF PINELLAS COUNTY, INC.

BY Randy A. Mears Pres.
Randy A. Mears, President

ropcart.mrg

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