

P96000103972

((H96000018107 8))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: HARPER, KYNES, GELLER  
CONTACT: JACK J GELLER  
PHONE: (813)799-4840

ACCT#: 070651000745

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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
96 DEC 30 AM 10:35  
TALLAHASSEE, FLORIDA

*Handwritten signature and date:*  
12/30/96

12/30/96 09:23

813 797 8208

HARPER, KYNES

001/004

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

CHARLES A. BUFORD\*\*  
JACK J. GELLER\*\*  
CLARK H. GREDHEAF\*\*\*  
J. BAUCE HARPER\*  
C. ALLEN KYNES, JR.  
DENNIS R. PEMBERTON  
DONNIS J. WATSON

\*BOARD CERTIFIED  
CIVIL TRIAL LAWYER

\*\*ALSO ADMITTED TO  
PRACTICE IN NEW YORK

\*\*\*ALSO ADMITTED TO  
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2500 GULF TO BAY BOULEVARD  
SUITE 300  
CLEARWATER, FLORIDA 34625  
TELEPHONE (813) 799-4840  
FAX (813) 797-8208

PLEASE REPLY TO:

OF COUNSEL:  
FRANK C. LOGAN  
DEBORAH PONTIER 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

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

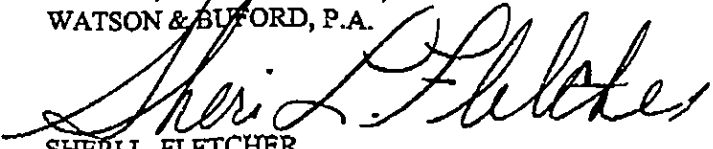
Dear Sir or Madam:

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  
Legal Assistant

Enclosures

FILED  
96 DEC 30 11:03  
FACSIMILE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## 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 INSTRUMENT 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).

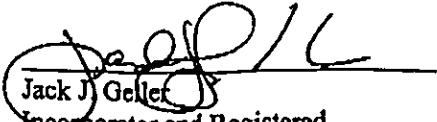
## ARTICLE VI - INITIAL INCORPORATOR

IncorporatorsAddress

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 30 day of December, 1996.

  
\_\_\_\_\_  
Jack J. Geller  
Incorporator and Registered  
Agent

ropc.art

FILED  
16 DEC 30 1996  
CLERK OF COURT  
HALL COUNTY, FLORIDA

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HARPER, KYNES

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1/23/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

9 46 AM

P9600103972

((H97000001281 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HARPER, KYNES, GELLER  
CONTACT: JACK J GELLER  
PHONE: (813)799-4840

ACCT#: 070651000745

FAX #: (813)797-8206

NAME: ROPC, INC.

AUDIT NUMBER.....H97000001281

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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TALLAHASSEE, FLORIDA

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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 Jack J. Geller  
Jack J. Geller, Sole Incorporator

article2.amd

THIS INSTRUMENT 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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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000001338 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: HARPER, KYNES, GELLER  
CONTACT: JACK J GELLER  
PHONE: (813) 799-4840

ACCT#: 070651000745  
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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TALLAHASSEE, FLORIDA

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

ATTORNEYS AT LAW

2500 GULF TO BAY BOULEVARD  
SUITE 300  
CLEARWATER, FLORIDA 34625  
TELEPHONE (813) 799-4840  
FAX (813) 797-8206

OF COUNSEL:  
FRANK C. LOGAN  
DEBORAH PONTIER 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

PLEASE REPLY TO:

Gulf To Bay Boulevard Office

CHARLES A. BUFORD\*\*  
JACK J. GELLER\*\*  
CLARK H. GAZDAR\*\*  
J. BRUCE HARPER\*  
C. ALLEN KYNES, JR.  
DENNIS R. PENDERTON  
DOWNS J. WATSON

\*BOARD CERTIFIED  
CIVIL TRIAL LAWYER

\*\*ALSO ADMITTED TO  
PRACTICE IN NEW YORK

\*\*ALSO ADMITTED TO  
PRACTICE IN CALIFORNIA

\*BOARD CERTIFIED  
BUSINESS LITIGATION LAWYER

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

01/23/97

15:20

813 797 8208

HARPER, KYNES

003/004

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EFFECTIVE DATE  

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

FILED  
97 JAN 23 AM 3:16  
TALLAHASSEE, FLORIDA

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:

| <u>Name of Corporation</u>      | <u>Date of Approval</u> |
|---------------------------------|-------------------------|
| 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 and 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  
23<sup>rd</sup> day of January, 1997.

THIS INSTRUMENT 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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01/23/87

15:20

813 707 8208

HARPER, KYNES

004/004

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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

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