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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: HARPER, KYNES, GELLER
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NAME: ROPC, INC.

AUDIT NUMBER.....H96000018107

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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HARPER, KYNES

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

ATTORNEYS AT LAW

2560 GULF TO BAY BOULEVARD
SUITE 300
CLEARWATER, FLORIDA 34625
TELEPHONE (813) 799-4940
FAX (813) 797-8206

PLEASE REPLY TO:

OF COUNSEL:

FRANK C. LOGAN
DEBORAH PORTER KYNES

121 NORTH OSCEOLA AVENUE
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Our File #

#7754/13465

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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

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

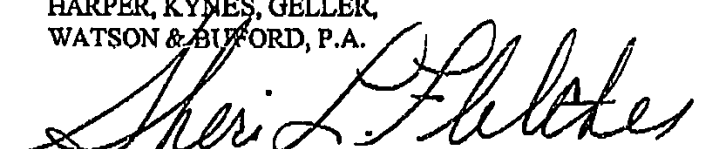
Dear Sir or Madam:

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

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ARTICLES OF INCORPORATION
OF
ROPC, INC.

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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

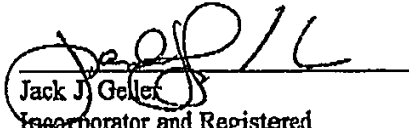
Incorporators

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 30 day of December, 1996.


Jack J. Geller
Incorporator and Registered
Agent

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