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4501 Tamiami Trail North
Suite 300
Naples, Florida 34103-3060
941/262-5959
FAX 941/434-4999
http://www.quarles.com

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

FILED

Quarles & Brady LLP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 22, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **R.M.S. Development and Construction Corporation**

Dear Sir or Madam:

600003093106--1
-01/10/00--01078--016
*****78.75 *****78.75

Enclosed is an original and one copy of the Articles of Incorporation, Certificate Designating Registered Agent and Registered Agent Acceptance for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 which represents the following:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>8.75</u>
Total enclosed:	\$78.75

Please file these documents and return the certified copy of the Articles to the above address. If you should have any questions, please do not hesitate to call.

Sincerely,

QUARLES & BRADY LLP



Nicole M. Marginian

Enclosure
cc: Thomas E. Maloney, Esq.

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.M.S. DEVELOPMENT AND CONSTRUCTION CORPORATION

ARTICLE I - NAME

The name of this Corporation is: R.M.S. DEVELOPMENT AND
CONSTRUCTION CORPORATION.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be: 4268 25th
Avenue S.W., Naples, Florida 33999.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this Corporation shall
have authority to issue is 7,000 shares, all of one class, One
(\$1.00) Dollar par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
Corporation is: 601 Brickell Key Drive, Suite 602, Miami, Florida
33131, and the name of the initial registered agent of this
Corporation at that address is: RALPH W. SCHOENNAGEL.

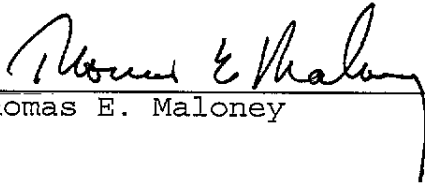
ARTICLE V - INCORPORATOR

The name and address of the incorporator is:

Name: THOMAS E. MALONEY

Address: 4501 Tamiami Trail North, Suite 300, Naples, Florida
34103

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation on the 7th day of January, 2000.


Thomas E. Maloney

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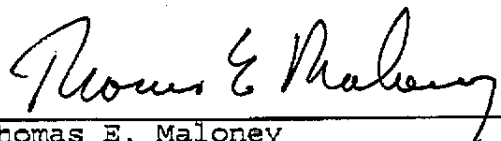
CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.09.1, AND SECTION 607.0501,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

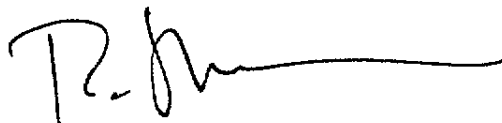
THAT R.M.S. DEVELOPMENT AND CONSTRUCTION CORPORATION, desiring
to organize or qualify under the laws of the State of Florida, has
named RALPH W. SCHOENNAGEL, its agent to accept service of process
within Florida with a registered office located at 601 Brickell Key
Drive, Suite 602, Miami, Florida 33131.



Thomas E. Maloney

Dated: December 23, 1999

Having been named to accept service of process for the above-
stated corporation, at the place designated in this Certificate,
RALPH W. SCHOENNAGEL, hereby agrees to comply with the provisions
of all statutes relative to the proper and complete performance of
his duties.



Ralph W. Schoennagel

Dated: December 23, 1999