

PO00000016692



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 590194 80493A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 16, 2000

ORDER TIME : 1:11 PM

ORDER NO. : 590194-005

CUSTOMER NO: 80493A

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-02/16/00--01071--025
*****78.75 *****78.75

CUSTOMER: Dorothy Hudson, Esq
DOROTHY A. HUDSON ATTORNEY AT
DOROTHY A. HUDSON ATTORNEY AT
2903 Cardinal Drive

Vero Beach, FL 32963

DOMESTIC FILING

NAME: RMB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 16 PM 3:10

RECEIVED
00 FEB 16 PM 1:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304
JL

ARTICLES OF INCORPORATION
OF
RMB, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 16 PM 3:10

ARTICLE I

The name of this corporation shall be:

RMB, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be as follows:

10,000 shares common stock no par value.

ARTICLE IV

This corporation shall begin business with a capital of not less than Six Hundred (\$600.00) Dollars.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The street address of the registered office of this corporation is 610 Gardenia Lane, Vero Beach, FL 32963. The name of the registered agent of this corporation at that address is: Bayard V. Robb. The business address of the corporation is 610 Gardenia Lane, Vero Beach, FL 32963.

ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors of this corporation may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders provided that any change result in an odd number of directors with a maximum of five (5) directors and never less than one (1) director.

ARTICLE VIII

The name and post office address of the directors of this corporation who shall hold office until their successors are elected and qualified is:

Bayard V. Robb	610 Gardenia Lane, Vero Beach, FL 32963
Bayard V. Robb, Jr.	2720 Cardinal Drive, Vero Beach, FL 32963
Michael W. Robb	P.O. Box 3877, Vero Beach, FL 32964-3877

ARTICLE IX

The name and address of the subscribers to these Articles of Incorporation, together with the number of shares agreed to take and the consideration to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
Bayard V. Robb	610 Gardenia Lane Vero Beach, FL 32963	100	\$200.00
Bayard V. Robb, Jr.	2720 Cardinal Dr. Vero Beach, FL 32963	100	\$200.00
Michael W. Robb	P.O. Box 3877 Vero Beach, FL 32964-3877	100	\$200.00

ARTICLE X

Special provisions for the regulation of this corporation is as follows:

- (1) Annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.

- (2) Any meeting of the stockholders and the Board of Directors may be held either within or without the State of Florida, without notice by the written consent of all of the stockholders or directors as the case may be.
- (3) The directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials, or finished products, furniture, fixtures, automotive equipment, machinery, building, or any other items of real or personal property of value to the corporation. The value placed upon said property shall be deemed conclusive and shall be binding upon the directors, officers and upon the present and future stockholders of the corporation.
- (4) The corporation shall operate as an s-corporation as defined by the Internal Revenue Code, unless another status is elected.

ARTICLE XI

No contracts or other transaction between the corporation and any other corporation and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any such director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from

contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

ARTICLE XII

(1) The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such director or officers or former directors or officers or persons shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

(2) In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith, in what he considered to be in the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

(3) In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of herein, the corporation shall reimburse him or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

(4) Such indemnification shall not be deemed exclusive of any rights to which these indemnified may be entitled under any By-Law, agreements, vote of stockholders, or otherwise.

ARTICLE XIII

No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation have a preemptive or other right to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock of debt of the corporation, whether in the form of capital stock, promissory notes, debentures, bonds, or other securities convertible into or carrying options or warrants for the purchase of capital stock of the corporation which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized stock of this corporation may, at any time, from time to time, be issued, optioned, sold or disposed of first to other existing stockholders of the corporation, then, if declined, to such person and upon such terms and conditions in any manner permitted by law.

ARTICLE XIV

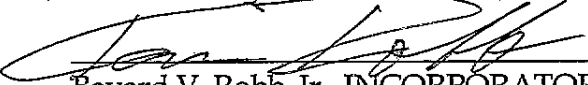
These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved in the stockholders' meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

WE, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of **RMB, INC.**

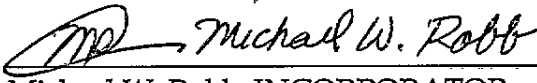
WITNESS our hand and seal this ____ day of _____, 2000.



Bayard V. Robb, INCORPORATOR



Bayard V. Robb, Jr., INCORPORATOR



Michael W. Robb, INCORPORATOR

I, the undersigned, do hereby acknowledge and accept appointment as Registered Agent of **RMB, INC.**




Bayard V. Robb

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 16 PM 3:10

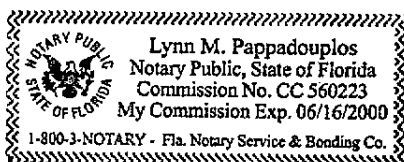
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared Bayard V. Robb and Bayard V. Robb, Jr., to me well known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same and subscribed to the same for the purposes herein expressed.

THE FOREGOING instrument was acknowledged before me this 11 day of February, 2000, by Bayard V. Robb and Bayard V. Robb, Jr., who produced their Florida drivers license and who did take an oath.



Lynn M. Pappadopoulos
NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE
My Commission Expires: 06/16/00



STATE OF WASHINGTON
COUNTY OF KING

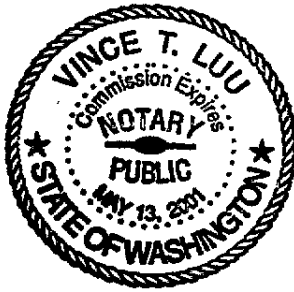
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 16 PM 3: 10

BEFORE ME, the undersigned authority, personally appeared Michael W. Robb, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same and subscribed to the same for the purposes herein expressed.

THE FOREGOING instrument was acknowledged before me this 8th day of February, 2000, by Michael W. Robb, who produced his WASHINGTON drivers license as identification and who did take an oath.

SEAL



Vince T. Luu
Printed Name: VINCE T. LUU
NOTARY PUBLIC,
My Commission Expires: May 13, 2001