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ACCOUNT NO. : 072100000032

REFERENCE : 700323 7162078

AUTHORIZATION :

*Patricia Fyfe*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 17 PM 2:32

ORDER DATE : May 17, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 700323-005

100003255691--1

CUSTOMER NO: 7162078

CUSTOMER: Mr. Lawrence H. Wolfe  
THE DECARLO GROUP CERTIFIED  
THE DECARLO GROUP CERTIFIED  
1001 Brickell Bay Drive  
27th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: R.B. LACEY CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED  
00 MAY 17 AM 11:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
*f 5/17/00*

EFFECTIVE DATE

5/15/00

ARTICLES OF INCORPORATION

OF

R. B. Lacey Corporation

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAY 17 PM 2:32

The undersigned, acting as the Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation, under the laws of the State of Florida.

ARTICLE I

The corporate name for the corporation (hereinafter called the "Corporation") is R.B. Lacey Corporation.

ARTICLE II

The existence of the Corporation shall be effective as of the 15<sup>th</sup> day of May 2000 and shall be perpetual.

ARTICLE III

The Corporation shall have all of the powers vested in a Florida corporation, in accordance with Chapter 621 of the Florida Statutes, and is authorized to engage in the practice of any and all lawful business and activities permitted under this Chapter.

ARTICLE IV

The maximum number of shares which the Corporation is authorized to have outstanding at any time is One Hundred (100) shares of Common Stock, with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation are:

Michael A. DeCarlo, Jr.  
C/o The DeCarlo Group  
Certified Public Accountants ♦ Management Consultants  
1001 Brickell Bay Drive  
29<sup>th</sup> Floor  
Miami, Florida 33131

ARTICLE VI

The name and address of the Incorporator are:

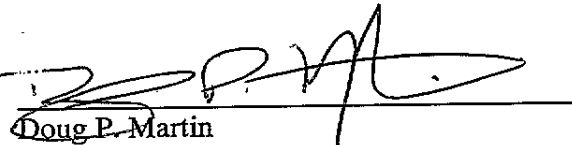
Doug P. Martin  
C/o D.P. Martin & Associates  
203 Royal Poinciana Blvd  
Palm Beach, Florida 33480

ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

R.B. Lacey Corporation  
C/o D.P. Martin & Associates, Inc.  
203 Royal Poinciana Blvd.  
Palm Beach, FL 33480

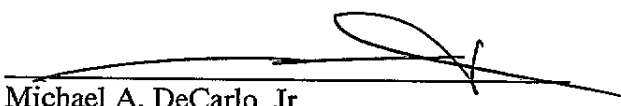
EXECUTED at Miami, Florida, as of this 15<sup>th</sup> day of May, 2000.

  
Doug P. Martin  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed as the Registered Agent of Company Name, the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 15<sup>th</sup> day of May , 2000.

  
Michael A. DeCarlo, Jr.  
Registered Agent

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