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T. ROBERT ZOCHOWSKI
COUNSELLOR AT LAW

MEMBER D.C., N.J., N.Y. & FL. BAR

May 31, 2000

HAAS BLDG., SUITE 500
1001 N. U.S. HIGHWAY ONE
JUPITER, FLORIDA 33477

561-744-1175
FAX 561-744-6333

P. O. BOX 33
50 PRINCETON-HIGHTSTOWN ROAD
PRINCETON JUNCTION, N.J. 08550
609-799-2111
FAX 609-799-7563

PLEASE REPLY TO

Jupiter

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

100003277001--7
-06/05/00--01117--004
****122.50 *****78.75

Re: R. McLAUGHLIN PROPERTIES, INC.

Dear Sir or Madam:

This office represents the incorporator for the captioned corporation. Enclosed is an original and one (1) copy of the Articles of Incorporation, Certificate of Registered Agent, and a check for \$122.50 as filing fee for the certified copy and certificate. Please return the certified copy to this office at Suite 500, 1001 N. U.S. Highway One, Jupiter, Florida 33477, as soon as possible.

If there are any questions, please advise.

Very truly yours,

T. Robert Zochowski

TRZ:sm
Encl.

FILED
2000 JUN -5 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

2000 JUN -5 AM 11: 18

**ARTICLES OF INCORPORATION
OF
R. McLAUGHLIN PROPERTIES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

R. McLAUGHLIN PROPERTIES, INC.

The address of the principal office of this corporation shall be 18862 North Osprey Way, Jupiter, FL 33458, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the development of real estate, and may hold, sell, manage, lease, buy and conduct all other business associated therewith, also this corporation may engage in or transact any and all lawful activities or business permitted and/or licensed under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock, having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 18862 North Osprey Way, Jupiter, Florida 33458, and the name of the initial registered agent of the corporation at that address is Robert William McLaughlin.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The corporation shall have (one) Director, initially. The name and address of the initial members of the Board of Directors is:

Robert William McLaughlin
18862 North Osprey Way
Jupiter, Florida 33458

Cathy McLaughlin
18862 North Osprey Way
Jupiter, Florida 33458

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President and
Treasurer: Robert William McLaughlin
18862 North Osprey Way
Jupiter, Florida 33458


Vice-President and
Secretary: Cathy McLaughlin
18862 North Osprey Way
Jupiter, Florida 33458

ARTICLE X. INCORPORATION

The name and street address of the incorporator to these Articles of Incorporation is:

Robert William McLaughlin
18862 North Osprey Way
Jupiter, Florida 33458

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this
2nd day of June, 2000.


Robert William McLaughlin

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2000 JUN -5 AM 11:18

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: R. McLAUGHLIN PROPERTIES, INC.
2. The name and address of the registered agent and office is:

Robert William McLaughlin
18862 North Osprey Way
Jupiter, Florida 33458

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Robert William McLaughlin,
President-Registered Agent