

P00000071871

ANDREWS & DAVIS  
ATTORNEYS AT LAW  
THE PROFESSIONAL BUILDING  
694 BALDWIN AVENUE, SUITE 1  
DEFUNIAK SPRINGS, FLORIDA 32433

ANGUS G. ANDREWS  
MARK D. DAVIS

TELEPHONE (850) 892-5838  
FACSIMILE (850) 892-5837

July 24, 2000

300003334723--5  
-07/25/00--01041--001  
\*\*\*131.50 \*\*\*\*\*87.50

The Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

*Re: RMB Development, Inc.*

Dear Division of Corporation:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation of Acceptance of Registered Agent for a RMB Development, Inc.

A check for \$131.50 is enclosed for the filing fee and for the return of a certified copy of the articles to the office of ANDREWS & DAVIS at the address above.

Thank you for your prompt attention to this matter. If you have any questions or concerns, please do not hesitate to contact me.

Regards

  
Mark D. Davis  
ANDREWS & DAVIS

MDD.sjd  
Enclosures

FILED  
00 JUL 25 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-27  
40207

**ARTICLES OF INCORPORATION OF  
RMB DEVELOPMENT, INC.**

The undersigned, acting as incorporators of a corporation pursuant to the Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE  
NAME**

The name of the corporation shall be:

**RMB DEVELOPMENT, INC.**

**ARTICLE TWO  
CORPORATE DURATION**

The duration of the corporation is perpetual unless dissolves according to law. Corporate existence shall commence at the time these Articles of Incorporation are filed by the Department of State.

**ARTICLE THREE  
PURPOSE OR PURPOSES**

The purpose or purposes for which this corporation is organized is:

To engage in any necessary and lawful business activity allowed by law.

**ARTICLE FOUR  
TAX ORGANIZATION**

The Shareholders hereby elect to form a Subchapter S corporation as defined by the United States Code.

**ARTICLE FIVE  
CAPITALIZATION**

The number of share of stock that this place corporation is to have outstanding at any one time is one hundred (100) and shall have no par value.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i)

FILED  
00 JUL 25 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

natural persons, (ii) estates, or (iii) a trust defined in Section 1361 (c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

## **ARTICLE SIX REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida. 32433; and the name of its initial registered agent at such address, is MARK D. DAVIS.

## **ARTICLE SEVEN DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of each person who is to serve as a member of the initial board of directors are:

ROBERT M. BUCHANAN, III  
4641 Evelyn Street  
Pace, Florida 32571

ROBERT M. BUCHANAN, JR.  
Post Office Box 1248  
Jackson, Mississippi 39215

## **ARTICLE EIGHT INCORPORATOR**

The name and address of incorporator is:

ROBERT M. BUCHANAN, III  
4641 Evelyn Street  
Pace, Florida 32571

## **ARTICLES NINE OFFICERS**

The name and address of each officer is:

ROBERT M. BUCHANAN, III  
4641 Evelyn Street  
Pace, Florida 32571

President/Sec/Treasurer

ROBERT M. BUCHANAN, JR.  
Post Office Box 1248  
Jackson, Mississippi 39215

Vic-President

### ARTICLE TEN SHARES

The number of shares of stock as described in articles five above shall be distributed as follows:

ROBERT M. BUCHANAN, III  
4641 Evelyn Street  
Pace, Florida 32571

50 shares

ROBERT M. BUCHANAN, JR.  
Post Office Box 1248  
Jackson, Mississippi 39215

50 shares

### ARTICLE ELEVEN PRINCIPAL OFFICE


The principal place of business and mailing address of this corporation is 4641 Evelyn Street, Pace, Florida 32571.

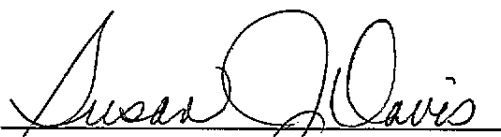
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 24<sup>th</sup> day of July, 2000.

  
ROBERT M. BUCHANAN, III

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing was acknowledged before me this 24<sup>th</sup> day of July, 2000, by ROBERT M. BUCHANAN, III who is personally known to me and who did not take an oath.

 Susan J Davis  
My Commission CC700691  
Expires December 7, 2001

  
Notary Public: Susan J. Davis  
My Commission Expires: 12-7-2001

To: The Department of State  
Tallahassee, Florida 32304

FILED  
00 JUL 25 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

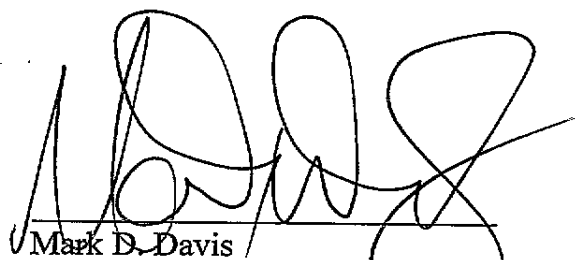
RMB DEVELOPMENT, INC. with its place of business at 4641 Evelyn Street, Pace, Florida 32571, has named Mark D. Davis, of ANDREWS & DAVIS located at 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida, 32433 as its agent to accept service of process within Florida.

Dated July 24, 2000.

  
ROBERT M. BUCHANAN, III  
INCORPORATOR

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated 24 July, 2000.

  
Mark D. Davis  
ANDREWS & DAVIS