

P01000010121



ACCOUNT NO. : 072100000032

REFERENCE : 979515 81491A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 26 PM 2:50

ORDER DATE : January 26, 2001

ORDER TIME : 1:08 PM

ORDER NO. : 979515-005

600003582786--8
-01/26/01--01150--016
*****78.75 *****78.75

CUSTOMER NO: 81491A

CUSTOMER: Thornton Henry, Esq
Jones Foster Johnston & Stubbs

Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: R.S. BUCHANAN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 JAN 26 PM 1:44

RECEIVED

1/26/01

ARTICLES OF INCORPORATION
OF
R.S. BUCHANAN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 26 PM 2:51

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles
for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be R.S. BUCHANAN, INC.

ARTICLE II

Purpose

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

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 10,000 shares of common stock
of \$0.01 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is:

2400 Presidential Way, #201, West Palm Beach, Florida 33401.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Thornton M. Henry, Esq. , located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors are :

Susan B. Hellman
2400 Presidential Way, #201
West Palm Beach, FL 33401

Ronald B. Miles
1909 Gregory Drive
Lake Clarke Shores, FL 33406

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the By-Laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the By-Laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Thornton M. Henry, Esq.
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401

ARTICLE IX

Amendment

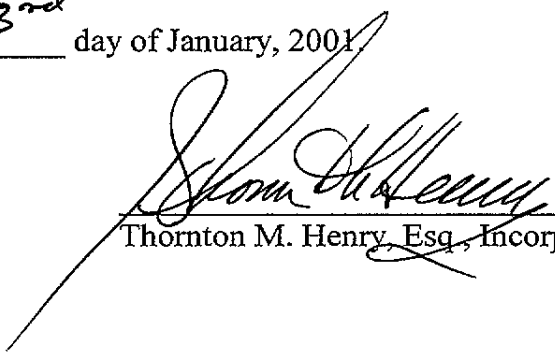
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of January, 2001.



Thornton M. Henry, Esq., Incorporator

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

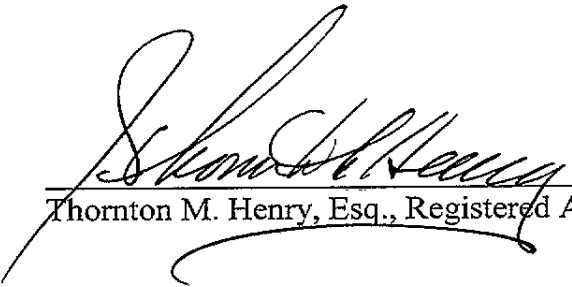
01 JAN 26 PM 2:51

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

That R. S. BUCHANAN, INC., desiring to organize under the laws of the
State of Florida, has named Thornton M. Henry, Esq., located at the Registered Office of the
corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its
Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.


Thornton M. Henry, Esq., Registered Agent