

TELEPHONE: (850) 785-6600

June 7, 2001

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE:

R & R Management Services, Inc.

Our File No. 419.1

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To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with our firm's check no. 3106 in the amount of \$78.75 for payment of the following costs:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	<u>\$ 8.75</u>
	\$ 78.75

Please file these Articles upon receipt and return a certified copy to us.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to give me a call

Sincerely,

ALBERT J. STOPKA, III, P.A.

Mary Boyd, Legal Assistant to

Albert J. Stopka, III

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Enclosure(s)

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TILED JUNII AMII: I SECRETARY OF STAI ALLAHASSEE, FLORE

ARTICLES OF INCORPORATION

OF

R & R MANAGEMENT SERVICES, INC.

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is R & R Management Services, Inc. and the street address of the initial principal office is 200 S. Cove Terrace Drive, Panama City, FL 32401 and its mailing address is 200 S. Cove Terrace Drive, Panama City, FL 32401.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

<u>ARTICLE IV - REGISTERED AGENT AND OFFICE ADDRESS</u>

The name of the initial registered agent is Albert J. Stopka, III whose address is 108 Mosley

Drive, Lynn Haven, FL 32444.

<u>ARTICLE V - MANAGEMENT BY SHAREHOLDERS</u>

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

ARTICLE VI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - INCORPORATOR

The name of the person signing these Articles is David S. Harless, whose address is 200 S. Cove Terrace Drive, Panama City, FL 32401.

	IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles		
of Inco	orporation this <u>O</u> day of <u>June</u>		
		David S. Harless	
	E OF FLORIDA VTY OF BAY		
acknow (notary	The foregoing Articles of Incorporation whedged before me this day of	of R & R Management Services, Inc. was 2001, by David S. Harless, who:	
×	is personally known to me.		
	produced a current Florida driver's license	as identification.	
	produced as identified	cation.	
	(SEAL)	MARY BOYD MARAPO BOYD	
	MARY BOYD MY COMMISSION # CC 886622 EXPIRES: December 13, 2003 Bonded Thru Pichard insurance Agency	Notary Public Commission # My Commission Expires:	

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

R & R MANAGEMENT SERVICES, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.