

LAW OFFICES

STEVEN R. ROSENTHAL

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UNION PLANTERS BANK CENTRE  
2405 UNIVERSITY DRIVE, CORAL SPRINGS, FLORIDA 33065

July 27, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700004511437--1  
-08/01/01--01068--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: RMST, Inc. -  
Articles of Incorporation**

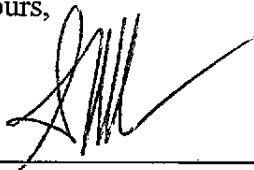
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation with regard to the above-referenced corporation, for filing, together with my check in the sum of \$78.75 as and for your filing fee.

Upon the filing of same, please forward to our office the Charter Number assigned to the corporation, as well as a certified copy of the Articles of Incorporation.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,



STEVEN R. ROSENTHAL, ESQUIRE

SRR/gj

Enclosures - stated

cc: Robert S. Sowell and  
Margaret B. Sowell

FILED  
01 AUG - 1 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. BLALOCK AUG 3 2001

**ARTICLES OF INCORPORATION  
OF  
RMST, INC.**

**FILED**  
**01 AUG -1 PM 4: 34**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation is: **RMST, INC.**

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

**ARTICLE III  
PURPOSE**

This corporation may engage in any activity of business permitted under the laws of the State of Florida, its primary purpose is: Management Consulting.

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock.

**ARTICLE V  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others).

**ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is : 10139 Brookville Lane, Boca Raton, Florida 33428.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 10139 Brookville Lane, Boca Raton, Florida 33428 and the name of the initial registered agent of this corporation at that address is: **ROBERT S. SOWELL**.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors are: **ROBERT S. SOWELL**, 10139 Brookville Lane, Boca Raton, Florida 33428; and **MARGARET B. SOWELL**, 10139 Brookville Lane, Boca Raton, Florida 33428.

**ARTICLE IX  
INCORPORATOR**

The names and addresses of the persons signing these Articles are: **ROBERT S. SOWELL**, 10139 Brookville Lane, Boca Raton, Florida 33428 and **MARGARET B. SOWELL**, 10139 Brookville Lane, Boca Raton, Florida 33428.

**ARTICLE X  
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI  
AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber have hereunto executed these Articles of Incorporation on this 27 day of July, 2001.

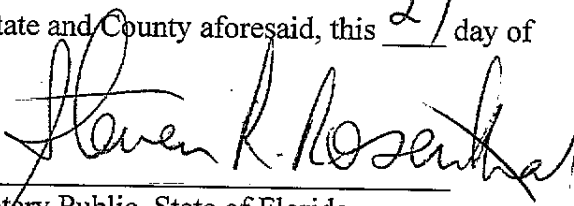
  
\_\_\_\_\_  
**ROBERT S. SOWELL**

  
\_\_\_\_\_  
**MARGARET B. SOWELL**

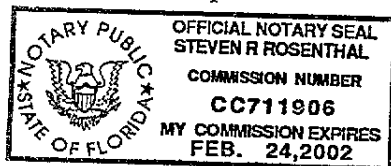
STATE OF FLORIDA       )  
                                      )SS.  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared **ROBERT S. SOWELL** and **MARGARET B. SOWELL**, who, after being duly sworn, depose and state that they signed the foregoing Articles of Incorporation for the purpose therein expressed. **ROBERT S. SOWELL** and **MARGARET B. SOWELL** are personally known to me or produced Florida Drivers Licenses as identification.

**WITNESS** my hand and official seal at the State and County aforesaid, this 27 day of July, 2001.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name: **STEVEN R. ROSENTHAL**

My Commission Expires:



**REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent  
for said Corporation.

  
**ROBERT S. SOWELL**  
Registered Agent

**FILED**  
**01 AUG - 1 PM 4:34**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**