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TRANSMITTAL LETTER

02 JUN 25 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

400005967723-4
-06/25/02--01091-002
*****78.75 *****78.75

SUBJECT: Ruth Thompson Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300005967723-4
-06/25/02--01024-002
*****78.75 *****78.75

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

- | | | | |
|--|---|---|---|
| <input type="checkbox"/> \$70.00
Filing Fee | <input type="checkbox"/> \$78.75
Filing Fee
& Certificate of Status | <input checked="" type="checkbox"/> \$78.75
Filing Fee
& Certified Copy | <input type="checkbox"/> \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status |
| ADDITIONAL COPY REQUIRED | | | |

FROM: Gregory G. Keane, Esq.
Name (Printed or typed)

729 S. Federal Hwy., Suite 222
Address

Stuart, Florida 34994
City, State & Zip

(772) 288-0000
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RUTH THOMPSON CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is RUTH THOMPSON CORPORATION

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the principal office of the Corporation is 1100 S.W. Shoreline Drive, #206, Palm City, Florida 34990. The initial registered office of the Corporation is 729 S. Federal Highway, Suite 222, Stuart, Florida, 34994, and the name of its initial registered agent at such address is Gregory G. Keane.

ARTICLE SIX

The number of Directors constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who are to serve as the members of the initial Board of Directors are:

Ruth Thompson
1100 S.W. Shoreline Drive, #206, Palm City, FL 34990

Carol Ann Gardner
8880 S. Ocean Blvd., Jensen Beach, FL 34957

Marjorie R. Westrick
2711 Wadhams Road, St. Clair, MI 48079

ARTICLE SEVEN

The Corporation shall indemnify any present or former officers or directors, or persons exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors or the Shareholders, but the Board of Directors may not alter, amend or repeal any By-laws adopted by the Shareholders if the Shareholders provide that the By-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE NINE

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding, in any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE TEN

The name and address of the Incorporator is:

Ruth Thompson
1100 S.W. Shoreline Drive, #206, Palm City, FL 34990

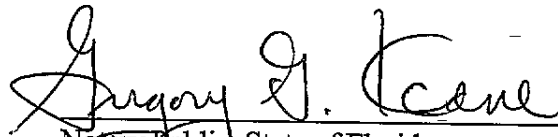
The foregoing Articles of Incorporation for RUTH THOMPSON CORPORATION, has been executed by the undersigned at Stuart, Florida, this 14th day of June, 2002.

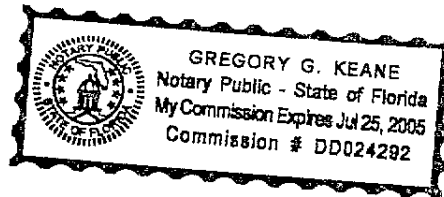

RUTH THOMPSON, Incorporator

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing Articles of Incorporation for RUTH THOMPSON CORPORATION, was acknowledged before me this 14th day of June, 2002, by RUTH THOMPSON, who is personally known to me and who did not take an oath.


Notary Public, State of Florida
My Commission Expires:



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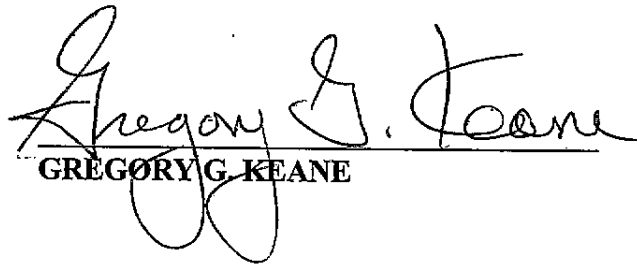
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RUTH THOMPSON CORPORATION at the place designated in the Articles of Incorporation, GREGORY G. KEANE, agrees to act in this capacity, and agrees to comply with the provisions of Section 49.091 relative to keeping open such office.

Date: June 14, 2002



GREGORY G. KEANE