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**FLORIDA PROFIT CORPORATION OR P.A.**

**MBRM RIME, INC.**

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MBRM RIME, INC.

a Florida corporation

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. Name. The name of this corporation (the "Corporation") shall be:

MBRM RIME, INC.

2. Purpose. This Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

3. Stock. The capital stock of this Corporation shall consist of Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. Term. This Corporation shall have a perpetual existence.

5. Address. The initial street address and the initial mailing address of the principal office of this Corporation is 100 Village Street, Birmingham, Alabama 35242. Elizabeth J. Walters, Esq., Burke, Blue & Hutchison, P.A., 221 McKenzie Avenue, Panama City, FL, 32401 is hereby designated as resident agent for this Corporation.

Prepared by:  
Elizabeth J. Walters, Esq. - Florida Bar #0049468  
Burke, Blue & Hutchison, P.A.  
P.O. Box 70  
Panama City, FL 32402  
(850) 769-1414  
(850) 784-0857 - Fax

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6. Existence. The date when the corporate existence of this Corporation shall begin is at the time of subscription and acknowledgment of these Articles of Incorporation, that is November 22, 2004.

7. Number of Directors. This Corporation shall initially have two (2) directors, but the By-Laws of this Corporation may provide for such increase in the number thereof as is authorized by law.

8. Directors. The name and street address of the first Board of Directors is as follows:

NameStreet Address

Herbert A. Meisler

100 Village Street  
Birmingham, AL 35242

Harold W. Ripps

100 Village Street  
Birmingham, AL 35242

9. Subscriber. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

NameStreet Address

Elizabeth J. Walters, Esq.

221 McKenzie Avenue  
Panama City, FL 32401

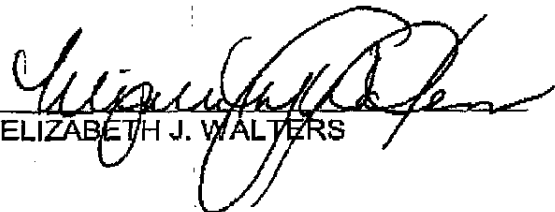
10. Officers. The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer and such other offices or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the

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By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

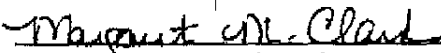
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 22<sup>nd</sup> day of November, 2004, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

  
ELIZABETH J. WALTERS

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of November, 2004, by Elizabeth J. Walters, who is personally known to me.

(SEAL)



MARGARET M. CLARK

(Print Name)

Notary Public

Serial # \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that MBRM RIME, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 100 Village Street, Birmingham, Alabama 35242 has named Elizabeth J. Walters, Esq. of Burke, Blue & Hutchison, P.A. who is located at 221 McKenzie Avenue, Panama City, FL 32401, as its 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 accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
ELIZABETH J. WALTERS  
(Resident Agent)

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