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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850)205-0381

From:

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ALLAHASSEE FLORIDA

2005 JUN 27 AM 8:54

FLORIDA PROFIT CORPORATION OR P.A.

RESO Merger Sub, Inc.

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ARTICLES OF INCORPORATION
OF
RESO MERGER SUB, INC.

2005 JUN 27 AM 8:54

STATE
TALLAHASSEE FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is:

RESO Merger Sub, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing of these Articles of Incorporation.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is P.O. Box 630504, Miami, Florida 33163.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each with a par value of one cent (\$.01).

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ARTICLE V
Preemptive Rights

This corporation elects to have preemptive rights.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is Craig E. Behrenfeld.

ARTICLE VII
Incorporator

The name and mailing address of the incorporator is:

Name:

Craig E. Behrenfeld

Address:

601 Bayshore Boulevard, Suite 700
Tampa, Florida 33606

ARTICLE VIII
Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one (1). The name and street address of the initial director of this corporation is:

Name:

Scott P. Mitchell

Address:

28050 US Highway 19 North
Clearwater, Florida 33761

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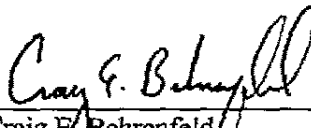
ARTICLE IX
Indemnification

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

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of June, 2005, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of registered agent of this corporation.



Craig E. Behrenfeld
Incorporator and Registered Agent

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