

SENT BY: FOLEY & LARDNER : 3-9-85 : 16:22 : JACKSONVILLE OFFICE : DIV OF CORPORATIONS : 2/ 6

95000019772
CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$70.00

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

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3:50 PM

((H95000002755))) PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS ELECTRONIC FILING COVER SHEET
DEPARTMENT OF STATE FROM: FOLEY & LARDNER
STATE OF FLORIDA 200 LAURA ST
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

JACKSONVILLE FL 32202-
CONTACT: KAREN PETERSON
PHONE: (904) 359-2000
FAX: (904) 359-8700

000000

((H95000002755))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RCBC II, INC.
FAX AUDIT NUMBER: H95000002755

DATE REQUESTED: 03/09/1995

CERTIFIED COPIES: 0

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$70.00

CURRENT STATUS: REQUESTED

TIME REQUESTED: 15:50:31

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072720000061

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3:51 PM

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3-9-95

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ACCOUNT NAME: 072720000061

SUB ACCOUNT:

METHOD OF DELIVERY: F

MAIL NAME: FOLEY & LARDNER

MAIL ADDR1: 200 LAURA ST

MAIL ADDR2:

CITY: JACKSONVILLE

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ST: FL

ZIP: 32202-

COUNTRY: US

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DIVISION OF CORPORATIONS
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YOU MAY NOW ENTER ONE OF THE FOLLOWING DESIGNATORS TO BEGIN PROCESSING:

SENT BY: FOLEY & LARDNER

: 3- 9-85 : 16:21 : JACKSONVILLE OFFICE- DIV OF CORPORATIONS: # 1/ 6

FOLEY & LARDNER

POST OFFICE BOX 240
JACKSONVILLE, FLORIDA 32201-0240

THE GREENLEAF BUILDING
300 LAURA STREET 32303-3830
TELEPHONE (904) 359-2000

ORLANDO, FLORIDA
TALLAHASSEE, FLORIDA
TAMPA, FLORIDA
WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN
MADISON, WISCONSIN
CHICAGO, ILLINOIS
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FACSIMILE TRANSMISSION

TO: Florida Division of Corporations

FAX NO.: (904)922-4000

FROM: Migdalia Figueroa

FAX NO.: (904) 359-0509

DATE: March 9, 1995

TIME: 4:10

NO. OF PAGES (including this page): 6

MESSAGE:

OPERATOR: MF

FILE NO.: 89762/101

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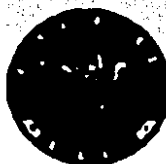
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REV. 01-10-85

: 3-10-95 :
: 9-10-95 :

12:04 :
12:01 :

JACKSONVILLE OFFICE- DIV OF CORPORATIONS: 2 / 7
- JACKSONVILLE OFFICE: 2



FLORIDA DEPARTMENT OF STATE

Sandra B. Minthorn
Secretary of State

March 10, 1995

FOLEY & LARNER

JACKSONVILLE, FL

SUBJECT: ROBC II, INC.
REF: MB5000005339

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

WHAT IS THE DATE OF EXECUTION?

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000002755
Letter Number: 695A00010784

Division of Corporations - P.O. Box 5327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF
RCBC II, INC.

EFFECTIVE DATE

3-9-95

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is RCBC II, INC.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is c/o Foley & Lardner, 200 Laura Street, Jacksonville, Florida 32202.

FILED
95 MAR 10 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4**CAPITAL**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$.10 per share.

ARTICLE 5**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is F & L Corp., 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is William D. King.

ARTICLE 6**DIRECTORS**

Section 6.1 Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

NAME**ADDRESS**

Jeffrey J. Lee

Suite 126
20 Commerce Drive
Cranford, New Jersey 07016**ARTICLE 7****BYLAWS**

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

John M. Welch, Jr.

ADDRESS

200 Laura Street
Jacksonville, Florida 32202

ARTICLE 9

INDEMNIFICATION


Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 7 day of March, 1995.


John M. Welch, Jr., Incorporator

SENT BY: FOLEY & LARDNER

: 3-10-85 : 12:08 : JACKSONVILLE OFFICE- DIV OF CORPORATIONS: 7/ 7

Fax Audit No. H95000002736

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F & L CORP.



William D. King, Registered Agent

Dated: March 7, 1995

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95 MAR 10 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JACKSONVILLE
CHIEF OF BUREAU