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FLEMING, HAILE, SHAW & GUNDLACH, P.A.
ATTORNEYS

THREE GOLDEN BEAR PLAZA, SUITE 300
11780 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

Telephone: (407) 627-8100
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March 20, 1995

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-03/28/95--01130--006
*****70.00 *****70.00

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Articles of Incorporation of RSM-NAM1, INC.**

Dear Sir or Madam:

Enclosed please find two (2) counterpart executed originals of the Articles of Incorporation of RSM-NAM1, INC. We would appreciate your filing one original Article pursuant to Section 607, Florida Statutes, and date stamp and return to the undersigned the other Article as filed for the Corporation's records. We enclose an addressed, stamped envelope for your convenience in returning the filed date-stamped Articles to the undersigned.

Please note that the Articles of Incorporation include: an effective date of March 20, 1995; a designation of FHS Corporate Services, Inc. as Registered Agent for the Corporation; and FHS Corporate Services' acceptance of the Registered Agent designation.

We also enclose a check payable to the Florida Department of State in the amount of \$70.00 in payment of the \$35.00 filing fee and the \$35.00 Registered Agent designation fee.

Thank you for your attention to this matter.

Sincerely yours,
FLEMING, HAILE, SHAW &
GUNDLACH, P.A.

Donna L. Doty

By: Donna L. Doty
Paralegal

3/28/95
[Signature]

Enclosures

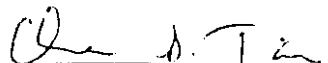
ARTICLES OF INCORPORATION
OF
RSM-NAM1, INC.

SECRET
TALLAHASSEE
MAR 20 1995
RHC:00

The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is **RSM-NAM1, INC.**
2. The initial mailing address of the Corporation is:
902 Clint Moore Road, Suite 100, Bldg. 4
Boca Raton, Florida 33487
3. The Corporation shall have perpetual existence.
4. The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
5. The aggregate number of shares which the Corporation shall have authority to issue is one hundred (100) shares of common stock having a par value of one dollar (\$1.00), all of one class.
6. The address of the initial registered office of the Corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida, 33408. The Registered Agent at that address is FHS Corporate Services, Inc., a Florida corporation.
7. The name of the Incorporator is Oren S. Tasini and his address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
8. The name and address of the individual who is to serve as the initial director is as follows:
R. Scott Morrison
902 Clint Moore Road, Suite 100, Bldg. 4
Boca Raton, Florida 33487
9. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
10. The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 20th day of March, 1995, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.



Oren S. Tasini, Incorporator

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: Oren S. Tasini
Oren S. Tasini
Its Assistant Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA

SS:

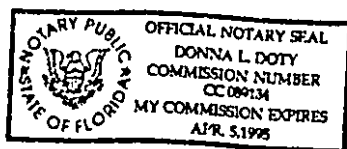
COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, personally appeared Oren S. Tasini, who is personally known to me and known to me to be the Sole Incorporator named in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal this 20th day of March, 1995.

Donna L. Doty
Donna L. Doty
Notary Public

SEAL:



Prepared By:
Oren S. Tasini, Fla. Bar No. 766097
Fleming, Haile, Shaw & Gundlach, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, Florida 33408
(407) 627-8100