

95000310

TRANSMITTAL LETTER

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

95 APR 13 AM 7:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: RMS Management Services, Incorporated

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

\$78.75

FROM: Daryl L. Mathis
13008 North 56th Street, Suite 201
Tampa, FL 33617
(813) 980-3079

800001456078
-04/13/95--01082--003
*****78.75 *****78.75

4/19/95
(TB)

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

**ARTICLES OF INCORPORATION
OF**

RMS Management Services, Incorporated

ARTICLES I - NAME

RMS Management Services, Incorporated

ARTICLE II - PRINCIPLE OFFICE

physical address:

13008 North 56th Street, Suite 201
Tampa, FL 33617

mailing address:

P.O. Box 292212
Tampa, FL 33687-2212

ARTICLE III - SHARES

The number of shares of stock this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

Jennifer Hallberg
13008 North 56th Street, Suite 201
Tampa, FL 33617

FILED
95 APR 13 AM 7:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATOR(S)

PRESIDENT - Daryl Lamar Mathis
11500 Summit West Blvd. #24-F
Temple Terrace, FL 33617

The undersigned incorporator(s) has (have) executed these Articles of Incorporation
this 1st Day of April, 1995.



Signature

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

**ARTICLES OF INCORPORATION
OF
RMS Management Services, Incorporated**

Directors:

Daryl Lamar Mathis (President)
11500 Summit West Blvd. #24-F
Temple Terrace, FL 33617

Patricia Anne Mathis (Secretary/Treasurer)
11500 Summit West Blvd. #24-F
Temple Terrace, FL 33617

**Provisions concerning management and regulations of the affairs of the corporation
and Powers of the corporation, board of directors, and shareholders:**

1) The authority of managing the corporation is given to the Corporate Officers as follows:

a) The President has full management authority to act on behalf of the corporation, including the authority to enter into agreements for the corporation. The President is to act as the "chief executive officer" of the corporation in all matters, including setting internal policies.

b) The Vice-President has the authority to set internal policies, but does not have the authority to enter into agreements on behalf of the corporation.

c) The Secretary has the authority to set internal policies, but does not have the authority to enter into agreements on behalf of the corporation.

d) The Treasurer has the authority to enter into agreements on behalf of the corporation, but does not have authority to set internal policies.

e) The order of authority, from highest to lowest, of the Corporate Officers is as follows: President; Vice-President; Secretary; Treasurer.

2) The Board of Directors are to appoint/elect the Corporate Officers, and act on behalf of the shareholders.

a) The appointment/election process of Corporate Officers will be determined by a simple majority vote of the Board of Directors, as long as a Quorum is present.

b) A Quorum is defined as at least 51% (percent) of the Board of Directors serving at the time of any vote.

c) If a Quorum can not be achieved within 30 days of any of the Directors request for a vote, then the requirement for a quorum can be suspended for that particular vote. Any such occurrence does not change the Articles of Incorporation's standing requirement for a quorum on any other vote.

d) The Board of Directors will meet at least once each year to review the current Corporate Officers, and all other aspects of the Articles of Incorporation. At these meetings the Board of Directors can change any of the provisions in the Articles of Incorporation by a vote.

3) The Shareholders elect the Board of Directors.

a) The number of votes each Shareholder has is equal to the number of shares they own.

b) The election of the Board of Directors will be determined by a simple majority vote, as long as a Quorum is present.

c) A Quorum is defined as at least 51% (percent) of the shares outstanding being represented at the time of any vote.

d) Shareholders do not need to be physically at a vote, and may send their proxies either in the form of a representative, in writing (when the issues being voted on are known beforehand), by telephone, or by electronic telecommunication (i.e. facsimile, etc.).

Officers:

PRESIDENT - Daryl Lamar Mathis
VICE-PRESIDENT - Jennifer D. Hallberg
SECRETARY/TREASURER - Patricia Anne Mathis

Par Value of Shares:

The par value of shares is to be \$12.00 for each share.

Provisions for personal liability of shareholders:

The shareholders can only be liable up to the value of the shares they own.

APR 13 AM 7:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: RMS Management Services, Incorporated

2. The name and address of the registered agent and office is:

Jennifer Hallberg
13008 North 56th Street, Suite 201
Tampa, FL 33617

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


Signature

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL