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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RESOURCE ALLOCATION & MANAGEMENT, INC.

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FAX AUDIT NO. H95000009751

ARTICLES OF INCORPORATION
OF
RESOURCE ALLOCATION & MANAGEMENT, INC.

FILED
95 SEP -1 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is RESOURCE ALLOCATION &
MANAGEMENT, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida.

THIS INSTRUMENT WAS PREPARED BY:
JOHN C. DEW, ESQUIRE
HARRIS, BARRETT, MANN & DEW
P.O. DRAWER 1441
ST. PETERSBURG, FL 33731-1441
(813) 892-3100
FBN: 0019411

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813 894 2158 P.03/08

HARRIS BARRETT MANN DEW

SEP-01-1995 13:32

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ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 of common stock of One Hundred and NO/100 (\$100.00) Dollars per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually.

ARTICLE V

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 9539 - 59th Avenue East, Bradenton, Manatee County, Florida 34202.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Lawrence K. Waters, 9539 - 59th Avenue East, Bradenton, Florida 34202. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

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ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have one (1) director(s), the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence K. Waters	9539 - 59th Avenue East Bradenton, Florida 34202

ARTICLE VIII

OFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
Lawrence K. Waters Chairman/Chief Executive Officer and President	9539 - 59th Avenue East Bradenton, Florida 34202

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XI

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAME

ADDRESS

Lawrence K. Waters

9539 - 59th Avenue East
Bradenton, Florida 34202

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: Lawrence K. Waters.

Dated this 1st day of September, 1995.


LAWRENCE K. WATERS

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of September, 1995, by LAWRENCE K. WATERS, who is

FAX AUDIT NO. H95000009751

personally known to me or ~~who has produced~~
~~as identification~~, and who did take an oath.

Margaret L. Egan

Printed Name:
Notary Public
My Commission Expires:
Serial Number:

03WATERS.INC



MARGARET L. EGAN
MY COMMISSION # 00107113 EXPIRES
JANUARY 31, 1996
BONDED TRUST TROY FARM INSURANCE, INC.

1014 P.03

FAX AUDIT NO. H95000009751

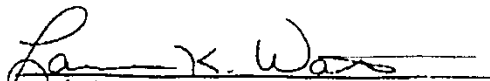
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That RESOURCE ALLOCATION & MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Manatee County, Florida, has named Lawrence K. Waters, located at 5939 - 59th Avenue East, Bradenton, Florida 34202, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

03WATERS RA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA