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ACCOUNT NO. : 052100000010

REFERENCE : 676664 1024A

AUTHORIZATION :

Patricia Tzitzis

COST LIMIT : 0.70.00

ORDER DATE : September 8, 1995

ORDER TIME : 10:10 AM

ORDER NO. : 676664

CUSTOMER NO: 1024A

SH00001580539

CUSTOMER: William W. Atterbury, III, Esq
ALLEY MAASS ROGERS & LINDSAY,
PA
321 Royal Poinciana Plaza
P. O. Box 431
Palm Beach, FL 33480

EFFECTIVE DATE
SEP - 7 1995

DOMESTIC FILING

NAME: RSM HOLDINGS, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

T. BROWN SEP - 8 1995

FILED
95 SEP - 8 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
SEP - 7 1995

ARTICLES OF INCORPORATION
OF
RSM HOLDINGS, INC.

FILED
35 SEP - 8 11:27
CLERK OF COURT
ALBANY, ALA

Article I - Name and Address

The name of this corporation is RSM HOLDINGS, INC. The address of this corporation is 301 South K Street, Lake Worth, Florida 33460.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is William W. Atterbury III.

Article VII - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial directors of this corporation are:

Robert L. Moore
301 South K Street
Lake Worth, FL 33460

Mark Hild
700 Huckleberry Lane
North Palm Beach, FL 33408

Stuart Rooney
922 Paseo Palmera Road
West Palm Beach, FL 33405

Article VIII - Incorporator

The name and address of the person signing these Articles is:

William W. Atterbury III
321 Royal Poinciana Plaza
Palm Beach, Florida 33480

Article VIII - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IX - Indemnification

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

Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

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 subscriber has executed these Articles of Incorporation this 7th day of September, 1995.

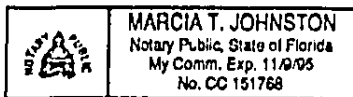



WILLIAM W. ATTERBURY III

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

SS:

The foregoing instrument was acknowledged before me this 7th day of September, 1995 by WILLIAM W. ATTERBURY III, who is personally known to me.





(Signature)
MARCIA T. Johnston

(Type or Print Name)
NOTARY PUBLIC
Commission No.

(Notary Seal)

Acceptance of Designation

The undersigned, William W. Atterbury III, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.



WILLIAM W. ATTERBURY III