

1101 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-7311

800-342-8086



TR6000000742

RECEIVED
96 JAN 8 PM 2
DIVISION OF INCORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 810306 4336096
AUTHORIZATION : *Patricia Pyzdek*
COST LIMIT : \$ 122.50

ORDER DATE : January 18, 1996
ORDER TIME : 9:58 AM
ORDER NO. : 810306

CUSTOMER NO: 4336096

800001692149

CUSTOMER: Manley H. Thaler
THALER & THALER
700 N. Olive Ave.
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: R.S.G. CORP.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: T. BROWN JAN 23 1996

FILED
96 JAN 22 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wag Hst



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 19, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: R.S.G. CORP.
Ref. Number: W9600001451

We have received your document for R.S.G. CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 696A00002456

ARTICLES OF INCORPORATION
OF
R. S. GORDON CORP.

FILED
96 JAN 22 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for the purpose hereinafter stated, under and pursuant to the laws of the State of Florida, does hereby declare as follows:

ARTICLE I
NAME

The name of the corporation shall be R. S. GORDON CORP.

ARTICLE II
BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III
STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Two Thousand (2,000) shares of common stock, and shall be \$.01 par value per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose, or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE IV
PRE-EMPTIVE RIGHTS GRANTED

Each shareholder shall have pre-emptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE V
TERMS OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI
PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 1212 Winters Creek Rd., Palm City, Florida 34990, with privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation shall be **MANLEY H. THALER**, a resident of Florida, and the Registered Office of the corporation shall be 700 North Olive Avenue, West Palm Beach, Florida, 33401.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a board of not less than one (1) and not more than three (3) directors.

**ARTICLE IX
INITIAL DIRECTORS**

The name and address of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

NAME	ADDRESS
Robert Scott Gordon	1212 Winters Creek Rd. Palm City, FL 34990
Rachelle S.Gordon	1212 Winters Creek Rd. Palm City, FL 34990

**ARTICLE X
MANAGEMENT**

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

**ARTICLE XI
TRANSACTIONS WITH RELATED PARTIES**

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a

vote or consent sufficient for the purpose, without counting the votes or consents of such interested directors; or

B. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors as a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII **INCORPORATOR**

The name and address of the incorporator is **MANLEY H. THALER**, 700 North Olive Avenue, West Palm Beach, Florida, 33401.

ARTICLE XIII **COMMENCEMENT OF EXISTENCE**

The corporation shall commence its existence on the date of filing of the Articles of Incorporation.

ARTICLE XIV **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.


IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation, this 2nd day of January, 1996.

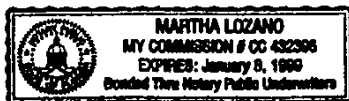

Manley H. Thaler
Incorporator
700 North Olive Avenue
West Palm Beach, FL 33401

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of January, 1996, **MANLEY H. THALER**, who is either personally known to me or has produced the identification described below.

My Commission Expires: January 8, 1999


NOTARY PUBLIC [SEAL]
Print name: MARTHA LOZANO



N/A
Identification (Type N/A if personally known)

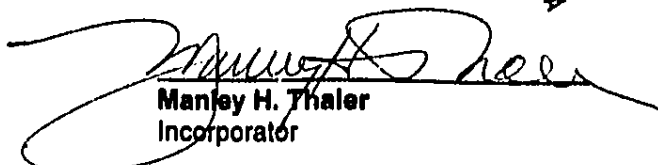
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, 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 **R. S. GORDON CORP.**
2. The name and address of the registered agent and office is:

MANLEY H. THALER
700 NORTH OLIVE AVENUE
WEST PALM BEACH, FLORIDA 33401

FILED
96 JUN 22 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Manley H. Thaler
Incorporator

DATED: 1-16-96

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.


Manley H. Thaler

DATED: 1-16-96

P96000006742
FILED

1201 HAYS BLVD
TALLAHASSEE, FL 32301
904-222-0393 FAX

96 FEB 14 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032
REFERENCE : 046510 4336096
AUTHORIZATION : Patricia Pizib
COST LIMIT : \$ 70.00

ORDER DATE : February 14, 1996
ORDER TIME : 10:44 AM
ORDER NO. : 046510
CUSTOMER NO: 4336096

CUSTOMER: Hanley H. Thaler
Thaler & Thaler
700 N. Olive Ave.
West Palm Beach, FL 33401

200001714912

ARTICLES OF MERGER

R.S.G. PEN. CORP.

INTO

R.S. GORDON CORP.

RECEIVED
96 FEB 14 PM 12:08
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY

N. HENDRICKS FEB 14 1996

CONTACT PERSON: HARRY DAVIS

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

R.S.G. PENN. CORP., A PENNSYLVANIA CORPORATION NOT QUALIFIED.

INTO

R. S. GORDON CORP., a Florida corporation, P96000006742.

File date: February 14, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
R.S.G. PENN. CORP.
(A Pennsylvania Corporation)
INTO
R. S. GORDON CORP.
(A Florida Corporation)

FILED
96 FEB 14 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between **R.S.G. PENN. CORP.**, a Pennsylvania Corporation and **R. S. GORDON CORP.**, a Florida Corporation.

Pursuant to §607.1105 and §607.1107(1) of the Florida Statutes, **R.S.G. PENN. CORP.** and **R. S. GORDON CORP.** adopt the following Articles of Merger.

1. The Plan of Merger dated December 31, 1995 between **R.S.G. PENN. CORP.** and **R. S. GORDON CORP.** was approved and adopted by the Shareholders and Directors of each corporation on December 31, 1995.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of **R.S.G. PENN. CORP.**, stock will be acquired by means of a merger of **R.S.G. PENN. CORP.** into **R. S. GORDON CORP.**, with **R. S. GORDON CORP.** being the surviving corporation.
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Commonwealth of Pennsylvania, the state of incorporation of **R.S.G. PENN. CORP.**, permits this merger and this merger is in accordance with the laws of the Commonwealth of Pennsylvania as the same effects **R.S.G. PENN. CORP.**

5. Pursuant to §607.1105(1)(b) of the Florida Statutes, the date and time of the effectiveness of the merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 31st day of December, 1995.

R.S.G. PENN. CORP.

By: Robert Scott Gordon
Robert Scott Gordon, its President

R. S. GORDON CORP.

By: Robert Scott Gordon
Robert Scott Gordon, its President

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument has been acknowledged before me on this 31st day of December, 1995 by **ROBERT SCOTT GORDON**, President of **R.S.G. PENN. CORP.**, who is either personally known to me or has produced the identification described below.

My Commission Expires: January 8, 1999



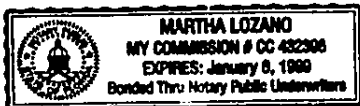
Martha Lozano
NOTARY PUBLIC
Print name: MARTHA LOZANO [SEAL]

N/A
Identification (type N/A if personally known)

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument has been acknowledged before me on this 31st day of December, 1995 by **ROBERT SCOTT GORDON**, President of **R. S. GORDON** who is either **CORP.**, personally known to me or has produced the identification described below.

My Commission Expires: January 8, 1999



Martha Lozano
NOTARY PUBLIC
Print name: MARTHA LOZANO [SEAL]

N/A
Identification (type N/A if personally known)

EXHIBIT A
**PLAN OF MERGER OF
R.S.G. PENN. CORP.
INTO
R. S. GORDON CORP.**

**ARTICLE I
NAMES OF CONSTITUENT CORPORATIONS**

1. The name of each constituent corporation is **R.S.G. PENN. CORP.** (a Pennsylvania Corporation) and **R. S. GORDON CORP.** (a Florida Corporation).
2. The name of the surviving corporation is **R. S. GORDON CORP.** and subsequent to the merger its name shall be **R. S. GORDON CORP.**

**ARTICLE II
SHARES OF CONSTITUENT CORPORATIONS**

1. As to each constituent corporation, the designation, outstanding number of shares and voting rights are as follows:

R.S.G. PENN. CORP.: 2,000 shares of voting common stock authorized and outstanding

R. S. GORDON CORP.:2,000 shares of voting common stock authorized and outstanding

**ARTICLE III
TERMS AND CONDITIONS OF PROPOSED MERGER**

1. The terms and conditions of the proposed merger are as follows:
That **R.S.G. PENN. CORP.** (a Pennsylvania Corporation) and **R. S. GORDON CORP.** (a Florida Corporation) be merged under and pursuant to the Corporation Law of the State

of Florida and the Business Corporation Law of the State of Pennsylvania into a single corporation **R. S. GORDON CORP.**, existing under the laws of the State of Florida, which shall be the "Surviving Corporation" in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(f) of the Internal Revenue Code.

**ARTICLE IV
BY-LAWS AND ANNUAL MEETING OF SURVIVING CORPORATION**

The By-Laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein. The first annual meeting of the shareholders of the company held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the By-Laws of the Surviving Corporation.

**ARTICLE V
MEETING OF THE BOARD OF DIRECTORS; OFFICERS**

The first meeting of the Board of Directors of the Surviving Corporation, to be held after the date when the merger shall become effective, may be called or may convene in the manner provided in the By-Laws of the Surviving Corporation, and may be held at the time and place specified in the notice of the meeting. All persons who shall be officers of the Surviving Corporation on the effective date of the merger shall be and remain in the same respective offices until the Board of Directors of the Surviving Corporation shall elect or appoint their successors.

**ARTICLE VI
MANNER AND BASIS OF CONVERTING SHARES THE CONSTITUENT
CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION**

The manner and basis of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

Each shareholder of **R.S.G. PENN. CORP.** shall surrender its shares and receive one (1) share of **R. S. GORDON CORP.** for each share surrendered.

**ARTICLE VII
MISCELLANEOUS PROVISIONS**

1. **Treatment of Merger as an "F" Reorganization under Federal Tax Laws.** The parties intend that the merger of the Constituent Corporations into the Surviving Corporation is a mere change in identity, form or place of organization of one corporation within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, and such transaction shall be viewed in this regard.

2. **Adoption by Shareholders.** This plan shall be submitted to the respective shareholders of the Constituent Corporations as provided by law for the adoption thereof by the requisite votes of the shareholder of each Constituent Corporation.

3. **Effect of Merger.** When a certificate of merger shall have been filed by the Department of State for the State of Pennsylvania, as required by the Business Corporation Law of the State of Pennsylvania, the separate existence of **R.S.G. PENN. CORP.** shall cease and said corporation shall be merged in accordance with the provision of this plan into **R. S. GORDON CORP.**, which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations, and all the property, real and personal including subscription for shares, causes of action and every other asset of each of the Constituent corporation, shall vest in such Surviving Corporation without further act or deed, except that if the Surviving Corporation, shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of either Constituent Corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger. The Surviving Corporation shall assume and be responsible for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or

obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either Constituent Corporation.

4. **Abandonment of Merger.** If, at any time prior to the effective date hereof, events or circumstance occur, which in the opinion of a majority of the board of directors of either Constituent Corporation, renders it inadvisable to consummate the merger, this plan of merger shall not become effective even though previously adopted by the shareholders of the Constituent Corporations as hereinbefore provided. The filing of the merger shall conclusively establish that no action to terminate this plan has been taken by the board of directors of either Constituent Corporation.

5. **Expenses of Merger.** The Surviving Corporation shall pay all the expenses of carrying this plan into effect and of establishing the merger.

6. **Counterparts.** For the convenience of the parties and to facilitate approval of this plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

**ARTICLE VIII
AMENDMENT OF CERTIFICATE OF INCORPORATION
OF SURVIVING CORPORATION**

The certificate of incorporation of the surviving corporation may be amended in any manner necessary in order to effectuate this merger.

**ARTICLE IX
EFFECTIVE DATE OF MERGER**

This merger shall be effective on the date of filing of the certificate of merger with the Department of State, Corporation Bureau, Commonwealth of Pennsylvania and Articles of Merger with the Secretary of State in Florida, as provided under the Business Corporation Law of the Commonwealth of Pennsylvania and the laws of the State of Florida.

IN WITNESS WHEREOF, each Constituent Corporation has caused its corporation seal to be placed below and its corporate name to be signed below by its president and secretary, who are duly authorized by their respective Board of Directors to execute this agreement.

Executed on the 31st day of December, 1995.

R.S.G. PENN. CORP.

By: Robert Scott Gordon

Robert Scott Gordon, its President

Attest:

By: Rachelle S. Gordon

Rachelle S. Gordon, its Secretary

[SEAL]

R. S. GORDON CORP.

By: Robert Scott Gordon

Robert Scott Gordon, its President

Attest:

By: Rachelle S. Gordon

Rachelle S. Gordon, its Secretary

[SEAL]