

P96000009784  
JOHN D. PETTIGREW  
ATTORNEY AT LAW

MAIN OFFICE:

2620 MANATEE AVENUE WEST  
SUITE E  
BRADENTON, FLORIDA 34205

PHONE (941) 745-3100  
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PLEASE RESPOND TO BRADENTON

BRANCH OFFICE:

503 MANATEE AVENUE  
SUITE C  
HOLMES BEACH, FLORIDA 34217

PHONE (941) 778-0120

January 25, 1996

Department of State  
Corporate Records Bureau  
Via: UPS-Red  
409 East Gaines Street  
Tallahassee, FL 32301

000001700380  
-01/29/96--01062--020  
\*\*\*\*122.50 \*\*\*\*122.50

Re: RMS-95, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation for RMS-95, INC. to be submitted for filing along with my firm check in the amount of \$122.50 to cover fees and costs.

Also enclosed is a copy of the Articles of Incorporation to be certified and returned to the above law office.

Please advise if additional information is needed.

Sincerely,

  
John D. Pettigrew

JDP/ted

Enclosures

vms.inc\3

96 JAN 29 PM 1:32  
STATE DEPT OF STATE  
TALLAHASSEE FLORIDA

FILED

66 1/31/96

FILED

96 JAN 29 PM 1:32

### ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME**: The name of this corporation is RMS-95, INC.
2. **DURATION**: The period of its duration is perpetual.
3. **PURPOSE**: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **STOCK**: The corporation is authorized to issue ONE MILLION SIX HUNDRED TWENTY-FIVE THOUSAND (1,625,000) shares of common stock, all of one (1) class, at ONE DOLLAR (\$1.00) par value.
5. **ADDRESS OF PRINCIPAL OFFICE**: The address of the principal office of the corporation is:  
303 59th Avenue Terrace West  
Bradenton, Florida 34207
6. **INITIAL REGISTERED OFFICE AND AGENT**: The name and address of the initial registered agent and office of this corporation is as follows:  
David R. Bergquist  
303 59th Avenue Terrace West  
Bradenton, Florida 34207
7. **INITIAL BOARD OF DIRECTORS**: This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

| <u>NAME</u>        | <u>ADDRESS</u>   |
|--------------------|--|
| David R. Bergquist | 303 59th Avenue Terrace West<br>Bradenton, Florida 34207 |

8. **INCORPORATOR**: The name and address of the incorporator signing these Articles of Incorporation is:

David R. Bergquist  
303 59th Avenue Terrace West  
Bradenton, Florida 34207

9. **AMENDMENT OF ARTICLES**: 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.

10. **INDEMNIFICATION**: The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

11. **PREEMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26<sup>th</sup> day of January, 1996.

David R. Bergquist  
DAVID R. BERGQUIST, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

David R. Bergquist  
DAVID R. BERGQUIST, Registered Agent

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME personally appeared DAVID R. BERGQUIST, personally known to me or who has produced N/A as identification and is described in and who executed the foregoing instrument as Incorporator and Registered Agent, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 26 day of January, 1996.

My Commission Expires:

Theresa E. Dahlquist  
Theresa E. Dahlquist  
Notary Public  
Comm No: \_\_\_\_\_