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FILED
T. ROBERT ZOCHOWSKI
COUNSELLOR AT LAW

MEMBER D.C., N.J., N.Y. & FL. BAR

March 28, 1996

PLEASE REPLY TO **Jupiter**

Department of State
409 East Gaines Street
Tallahassee, Florida 32301

600001771036
-04/05/96--01068--002
*****70.00 *****70.00

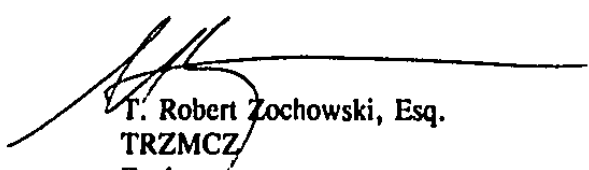
RE: Filing Certificate of Incorporation
Roberts-Martin, Inc.

Dear Sir:

Pursuant to my telephone conversation with your office, I hereby enclose original and copy of Articles of Incorporation and Certificate designating Registered Agent and Affidavit regarding the captioned corporation. Also enclosed find a check in the amount of \$70.00 which should cover the Florida filing fee of \$70.00.

Although I do not need a Certified copy of the Certificate, I would appreciate your having the copy stamped with the filing date and sent back to me. If there are any questions, please advise.

Very truly yours,


T. Robert Zochowski, Esq.
TRZMCZ
Enclosure

glt
4/18/96

Prepared by:



T. Robert Zochowski, Esq.
1001 North U.S. Hwy. One, Suite 500
Jupiter, Florida 33477

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF ROBERTS-MARTIN, INC.

The undersigned incorporation hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Roberts-Martin, Inc.

The address of the principal office of this corporation shall be 1001 N. US Hwy One, Suite 500, Jupiter, Florida 33477, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in marketing and distribution of miscellaneous goods and services, real estate development or transact any or all lawful activities or business permitted and/or licensed under the laws of the United States, the State of Florida or any other state, county territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be **1001 North US Highway One, Suite 500, Jupiter, Florida 33477**, and the name of the initial registered agent of the corporation at that address is T. Robert Zochowski.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have (TWO) Directors, initially. The name and address of the initial member of the Board of Directors is:

**T. Robert Zochowski, Esq.
1001 N. US Hwy One, Suite 500
Jupiter, Florida 33477**

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed are:

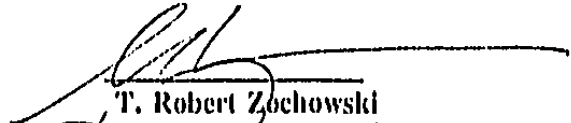
**T. Robert Zochowski, President
Maryanne Coffey Zochowski, Secretary and Treasurer
1001 N. US Hwy One, Suite 500
Jupiter, Florida 33477**

ARTICLE X. INCORPORATION

The name and street address of the incorporators to these Articles of Incorporation is:

**T. Robert Zochowski
1001 N. US Hwy One, Suite 500
Jupiter, Florida 33477
Maryanne Coffey Zochowski
1001 N. US Hwy One, Suite 500
Jupiter, Florida 33477**

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22
th day of March 1996.



T. Robert Zochowski



Maryanne Coffey Zochowski

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 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: Roberts-Martin, Inc.
2. The name and address of the registered agent and office is:

T. Robert Zochowski
1001 North U. S. Hwy. One, Suite 500
Jupiter, Florida 33477

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.


T. Robert Zochowski, President

Registered Agent