1201 Hays Street
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P96000036640

CSC networks
Prentice Hall
Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 932839 81246A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : April 26, 1996

ORDER TIME : 9:07 AM

ORDER NO. : 932839

CUSTOMER NO: 81246A

200001796392
-04/26/96--01066--023
****490.00 ****122.50

CUSTOMER: Elaine M. Gatsos, Esq
ELAINE M. GATSOS, ESQ

Suite 210
1499 W. Palmetto Park Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: RMR CONSULTING SERVICES, INC.

EFFECTIVE DATE:

XX____ ARTICLES OF INCORPORATION
______ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX______ CERTIFIED COPY
________ PLAIN STAMPED COPY
________ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: 4/29/96 TD

ARTICLES OF INCORPORATION

OF

RMR CONSULTING SERVICES, INC.

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

RMR CONSULTING SERVICES, INC.

and its initial post office address and its principal office for the conduct of business is:

1499 West Palmetto Park Road
Boca Raton, Florida 33486

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other act or thing, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

(b) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all othe lawful powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607.011, 607.014 and 607.017.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 500 shares of common stock at $1.00 per value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of the corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Law but shall never be less than two. The name(s) and address(es) of the initial director(s) of this corporation is:

ROBERT M. RUBINO

ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VIII

The street address of the initial registered office of this corporation is 1499 West Palmetto Park Road, Suite 210, Boca Raton, Florida 33486 and the name of the initial registered agent of this corporation is:

ELAINE M. GATSOS

ARTICLE IX

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25th day of April, 1996.

ROBERT M. RUBINO

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

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, ROBERT M. RUBINO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 25th day of April, 1996.

Elaine C. Charbonneau

ELAINE C. CHARBONNEAU
MY COMMISSION # CC374441 EXPIRES
May 20, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public

My Commission No.:

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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.

That Corporation, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at address appoints agent as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.

Elaine M Gatsos

ELAINE M. GATSOS,
Registered Agent