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West Palm Beach, FL 33402-4888

Olivia M. Kendrick  
Certified Legal Assistant

May 7, 1996

VIA FEDERAL EXPRESS

Corporate Information Products  
ATTORNEYS' TITLE INSURANCE FUND, INC.  
Leon Branch/Attn: Julia  
660 E. Jefferson Street, Suite 200  
Tallahassee, Florida 32301

Return For  
p.u.

Re: RPF, INC., a Florida corporation - Articles of Incorporation/Fund No. 15094

Dear Julia:

Please find enclosed Articles of Incorporation for RPF, INC., a Florida corporation. Please file these upon receipt and return by courier.

Please find enclosed firm check in amount of \$70.00 for filing fees through the state and bill us for your fees for processing this incorporation filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of this incorporation upon receipt.

Sincerely,

*Lois M. Kasischke*

Lois M. Kasischke, Legal Assistant to  
Drennen L. Whitmire, Jr.

DLW/lmk  
Enclosures as stated

FILED  
56 MAY 14 PM 2:01  
STATE  
FLORIDA

845  
5/14/96  
W96-9794  
502



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 8, 1996

ATTORNEYS' TITLE INSURANCE FUND, INC.  
680 E. JEFFERSON ST.  
SUITE 200  
TALLAHASSEE, FL 32301

SUBJECT: RPF, INC.  
Ref. Number: W96000009794

We have received your document for RPF, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6926.

Sheldon Bream  
Document Specialist

Letter Number: 996A00022476

ARTICLES OF INCORPORATION

OF

DMN, INC.,

a Florida corporation

FILED

96 MAY 14 PM 2:01

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is DMN, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address and the principal place of business of this corporation 333 West Camino Gardens Blvd., Suite 200, Boca Raton, FL 33432. The initial registered office of the

corporation shall be 333 West Camino Gardens Blvd., Suite 200, Boca Raton, FL 33432 and the name of the initial registered agent of this corporation at the address is Fredric D. Newman,

#### Article VI

##### 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 Bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Fredric D. Newman	333 West Camino Gardens Blvd. Suite 200 Boca Raton, FL 33432
Fred DeFalco	2723 Timbercreek Circle Boca Raton, FL 33431
Charles Shane	555 South Federal Highway Suite 350 Boca Raton, FL 33432

#### Article VII

##### Incorporator

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

<u>Name</u>	<u>Address</u>
Fredric D. Newman	333 West Camino Gardens Blvd. Suite 200 Boca Raton, FL 33432

#### Article VIII

##### Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### Article IX

##### Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

#### 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

shareholder(s) is subject to this reservation.

#### Article XI

##### Bylaws

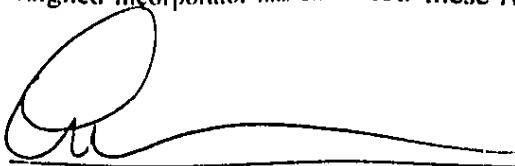
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

#### Article XII

##### Beginning of Corporate Existence

The date when the corporation existence shall begin will be upon the date of the filing of these Articles.

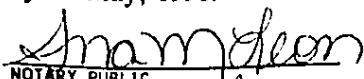
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of May, 1996.

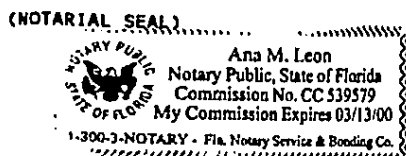
  
FREDRIC D. NEWMAN  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared FREDRIC D. NEWMAN, 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 those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10<sup>th</sup> day of May, 1996.

  
NOTARY PUBLIC  
Printed Name of Notary: Ana M. Leon  
Commission No.: CC 539579  
Commission Expiration: 3/31/00



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

Pursuant to the provisions of Section 607.0501, and 48.091, 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:

DMN, INC.

2. The name and address of the registered agent and office is:

Fredric D. Newman

(NAME)

333 Camino Gardens Boulevard, Suite 200

(STREET ADDRESS)

Boca Raton, FL 33432

(CITY/STATE/ZIP)


By: 

FREDRIC D. NEWMAN

TITLE Incorporator

DATE May 10, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.050, FLORIDA STATUTES.

  
FREDRIC D. NEWMAN

DATE May 10, 1996

DMN:art