

P96000048697
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BOB RYAN, INC.
(Proposed corporate name - must include suffix)

*****1851968
-06/05/96--01070--015
****191.25 ****191.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Julianne E. Ortman
Name (printed or typed)

18279 Minnetonka Boulevard, Suite E
Address

Deephaven, Minnesota 55391
City, State & Zip

(612) 476-2640
Daytime Telephone number

RECEIVED
TALLAHASSEE, FL 32314

96 JUN -5 AM 11:31

FILED

NOTE: Please provide the original and one copy of the articles.

GB 6/7/96

ARTICLES OF INCORPORATION
FOR
BOB RYAN, INC.

The undersigned individual, for the purpose of forming a corporation under and pursuant to Chapter 607 of the Florida Code, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

1.1 The name of the corporation shall be: BOB RYAN, INC.

ARTICLE 2 - PRINCIPAL OFFICE

2.1 The principal place of business and mailing address of this corporation shall be: 1620 Copeland, Marco Island, FL 33937.

ARTICLE 3 - CAPITAL STOCK

3.1 Authorized Shares. The aggregate number of shares the corporation has authority to issue shall be 100 common shares, which shall have a par value of \$.01 per share solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of the corporation.

3.2 Issuance of Shares. The Board of Directors of the corporation is authorized from time to time to accept subscriptions for, issue, sell and deliver shares of any class or series of the corporation to such persons, at such times and upon such terms and conditions as the Board shall determine, valuing all nonmonetary consideration and establishing a price in money or other consideration, or a minimum price, or a general formula or method by which the price will be determined.

ARTICLE 4 INITIAL REGISTERED AGENT AND STREET ADDRESS

4.1 The name and address of the initial registered agent is: Penny Briant, 3033 Riviera Drive, Suite 103, Naples, Florida 33940.

ARTICLE V INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are:

Julianne E. Ortman
Ortman & Associates, FLC
18279 Minnetonka Blvd.
Suite E
Deephaven, MN 55391

Mr. R.C. Ryan
1620 Copeland
Marco Island, FL 33937

ARTICLE 6 - DIRECTORS

6.1 NAUCH. The names of the persons constituting the first Board of Directors are as follows:

R.C. Ryan

6.2 Written Action by Directors. Any action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the Directors or, in cases where the action need not be approved by the shareholders, by written action signed by a majority of the directors.

ARTICLE 7 - AMENDMENT OF ARTICLES OF INCORPORATION

7.1 After the issuance of shares by the corporation, any provision contained in these Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of the holders of a majority of the voting power of all shares entitled to vote or such greater percentage as may be otherwise prescribed by the laws of the State of Florida.

ARTICLE 8 - AMENDMENT OF BYLAWS

8.1 After the initial Bylaws of the corporation are adopted by the incorporators or first Board, no bylaw may be adopted, amended or repealed unless approved by the affirmative vote of the holders of a majority of the voting power of all shares entitled to vote.

ARTICLE 9 - MERGER, EXCHANGE, SALE OF ASSETS AND DISSOLUTION

9.1 An affirmative vote of the holders of at least a majority of the voting power of all shares entitled to vote shall be required to authorize the corporation to (i) merge into or with one or more other corporations, (ii) exchange its shares for shares of one or more other corporations, (iii) sell, lease, transfer or otherwise dispose of all or substantially all of its property or assets, including its goodwill, or (iv) commence voluntary dissolution.

ARTICLE 10 - LIMITATION OF DIRECTOR LIABILITY

10.1 To the fullest extent permitted by Florida Statute, as the same exists or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

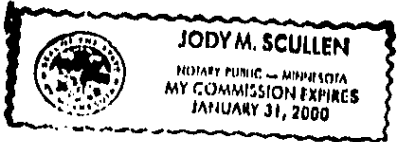
The undersigned incorporator has executed these Articles of
Incorporation this 30th day of May, 1996..

Julianne E. Ortman
Julianne E. Ortman

STATE OF MINNESOTA)) SS.
COUNTY OF HENNEPIN)

Sworn to before me this
30th day of May, 1996

Jody M. Scullen
Notary Public



**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: BOB RYAN, INC.

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

Penny Briant
(NAME)

3033 Riviera Drive, Suite 103
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Naples, Florida 33940
(CITY/STATE/ZIP)

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.

Penny Briant
(SIGNATURE)

June 3, 1996
(DATE)