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June 25, 1996

UPS NEXT DAY AIR

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE

6-25-96

Re: R&D of Naples, Inc.  
R&D Waterfront, Inc.  
R&D of Southwest Florida, Inc.

200001877072  
-06/26/96-01139-0000  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for each of the above-referenced corporations. Please file the originals and return a copy for each corporation certified to me at your earliest convenience.

Our firm's checks (3) in the amount of \$122.50 for each corporation is enclosed for the required filing fees.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECRET & EMERY

Thomas B. Garlick

TBG/jpw  
Enclosures

JUN 27 1996

BSB

FILED  
96 JUN 26 AM 10:25  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE

ARTICLES OF INCORPORATION  
OF  
R&D OF SOUTHWEST FLORIDA, INC.

**FILED**  
96 JUN 26 AM 10:25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

EFFECTIVE DATE  
6-30-96

ARTICLE I

Corporate Name and Address

The name of the Corporation is R&D of Southwest Florida, Inc. and the address of the principal office and mailing address of the Corporation is 26280 Mira Way, Bonita Springs, Florida 33923.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963. The name of the initial registered agent of the Corporation at the registered office shall be Thomas B. Garlick.

## ARTICLE V

### Initial Board of Directors

The Initial Board of Directors of the Corporation shall be comprised of Two (2 ) persons. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the Initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Jon Rubinton  
26280 Mira Way  
Bonita Springs, Florida 33923

Duane DuCharme  
7401 Bay Colony Drive  
Naples, Florida 33963

## ARTICLE VI

### Incorporator

The name and address of the Incorporator of the Corporation is:

Jon Rubinton  
26280 Mira Way  
Bonita Springs, Florida 33923

## ARTICLE VII

### Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

## ARTICLE VIII

### Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing  
Articles of Incorporation this 25 day of June, 1996.

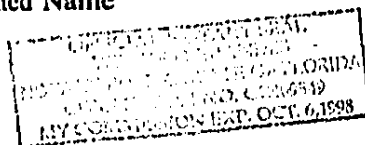
  
\_\_\_\_\_  
Jon Rubinton,  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 25 day of  
June, 1996 by Jon Rubinton, who is personally known to me or who has produced  
\_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
Printed Name



ACCEPTANCE OF REGISTERED AGENT

FOR

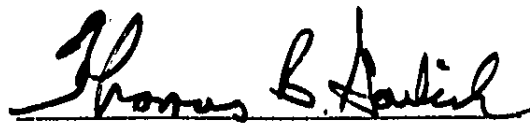
R&D OF SOUTHWEST FLORIDA, INC.

FILED

96 JUN 26 AM 10:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, Thomas B. Garlick, having signed the within as registered agent of R&D of Southwest Florida, Inc., (the "Corporation") at the registered address of 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Thomas B. Garlick  
REGISTERED AGENT