

P96000062806

WALTON LANTAFF SCHROEDER & CARLSON  
ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)  
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 OAKLEIGH INTERNATIONAL PLAZA  
8085 LEJUNE ROAD  
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 370-0411  
FACSIMILE (305) 446-0800

July 16, 1996

CHARLES W. RACHEN, P.A.  
MICHAEL W. JETTER, P.A.  
DAVID M. THARP, P.A.  
WAYNE T. GILL, P.A.  
NICHOLAS S. CHRISTIN, P.A.  
RICHARD D. COLE, P.A.  
STEPHEN W. BAZINGKY  
CHARLES D. MINNAN, P.A.  
JONATHAN J. DAVID  
BERNARD J. PHURBT  
LAWRENCE D. SMITH  
JOHN D. JOY  
JOHN W. McLUSKEY  
GREGORY J. WILLIS  
KEITH J. LEAHY  
ROBERTA J. KAMP  
JOHN D. WILITE, III  
D. HART BILLINGROUGH  
ROBERT J. RYBUNIN  
DENORAH POORE KNIGHT  
RICHARD G. ROBERG LUM  
HENRY BUARKE  
DAVID M. McDONALD  
MICHAEL W. BAKER  
ROBERT L. TELLER  
GREGORY T. MARTINI  
ROBERT M. DONLON  
GEOFFREY G. MAHKE  
ALLISON CHITTEM HARTNETT  
JULIAN RICE-CHARNOUHS  
ORNE P. KIDDANE

PATRICK J. TOOMBY, JR.  
PAUL D. MARTIN  
AMY L. SMITH  
FRANK J. TADDEO  
GREGORY W. COLEMAN  
SCOTT A. COLE  
WILLIAM G. HENRMAN  
LAWRENCE D. KING  
CHARLES W. RACHEN  
GEORGE W. RUSH, JR.  
RUIT A. WILAND  
RUI D. LABRITA  
HANGY C. VALCANOE  
DAVID B. TADDEO  
JOSEPH P. CINNEY  
KENNETH L. VALENTINI  
RUBRELL L. DOHAN  
STEVEN E. FODD  
ELLEN B. MALARKY  
WARREN BROWN  
CARLOS M. MARTINEZ, JR.  
DANIEL A. SHAPIRO

OF COUNSEL  
SAMUEL P. CARLSON  
WILLIAM J. GRAY  
MARTIN C. BECAL, P.A.  
ROBERT B. COLE

MILLEN WALTON (100)-1007  
WILLIAM G. LANTAFF (100)-1070  
LAURENCE A. SCHROEDER (100)-1008

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

Re: Articles of Incorporation  
of RLRM Development, Inc.  
Our File No. 3726-0010-00

Dear Sir or Madam:

Enclosed herewith please find the original and one fully executed copy of the Articles of Incorporation of RLRM Development, Inc. In addition to the foregoing, I enclose our firm's check payable to your order in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate certifying that same is a certified copy of the original Articles of Incorporation.

The enclosed check represents payment of the following fees and charges:

Filing Fee:	\$35.00
Certified Copy Fee:	52.50
Resident Agent Fee:	<u>35.00</u>
<b>Total:</b>	<b>\$122.50</b>

41000011510-11224  
-0725/06--01029--015  
\$\$\$122.50 \$\$\$122.50

7/16/96  
JD

Department of State  
July 16, 1996  
Page 2

---

Should you have any question regarding any of the foregoing,  
please feel free to call.

Sincerely,

  
Gregory T. Mantani

GTM/tjr  
Enclosures

ARTICLES OF INCORPORATION  
OF  
RLRM DEVELOPMENT, INC.

FILED  
JUL 25 1978  
DEERFIELD BEACH, FLORIDA

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

RLRM DEVELOPMENT, INC.

EFFECTIVE DATE  
7/23/78

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

1520 S. Powerline Road, Suite F  
Deerfield Beach, Florida 33442

ARTICLE III

GENERAL NATURE OF BUSINESS

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

- (1) Real estate development.
- (2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

## ARTICLE V

### CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

## ARTICLE VI

### REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of three (3) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray Sumon	1520 S. Powerline Road, Suite F Deerfield Beach, FL 33442
Larry Nifong	2131 Webster Avenue, Suite 201 Green Bay, Wisconsin 54301
Mike Sumon	1520 S. Powerline Road, Suite F Deerfield Beach, FL 33442

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, RLRM DEVELOPMENT, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as Two South Biscayne Boulevard, 25th Floor, Miami, Dade County, Florida, and has named JOHN P. JOY as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles of Incorporation are as follows:

FILED  
JUL 23 1996  
DADE COUNTY  
FLORIDA

<u>NAME</u>	<u>ADDRESS</u>
Gregory T. Martini	2655 LeJeune Road, Suite 1101 Coral Gables, Florida 33134.

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 23rd day of July, 1996, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

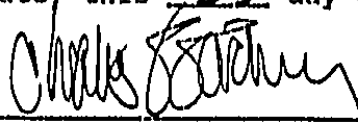
WITNESS my hand and seal this 23rd day of July, 1996.

  
\_\_\_\_\_  
GREGORY T. MARTINI (SEAL)

STATE OF FLORIDA)  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared GREGORY T. MARTINI, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, In said County and State, this 23 day of July, 1996.



Notary Public, State of Florida  
at Large

My commission expires:



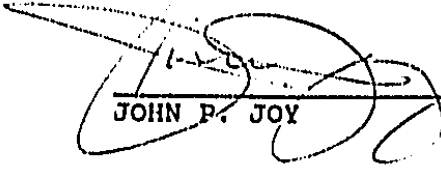
CHARLES D. BACHER  
My Commission CC911184  
Expires Aug. 20, 1997  
Issued by HAI  
800-422-1888

FILED  
95 JUL 25 PM 3:12  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

FILED  
05 JUL 25 1952  
MILWAUKEE

Having been named to accept Service of Process for RLRM DEVELOPMENT, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

  
\_\_\_\_\_  
JOHN P. JOY (SEAL)