

96000084963
WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

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

SUITE 1101 GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-8411
FACSIMILE (305) 446-9206

October 8, 1996

CHARLES P. SACHER, P.A.
MICHAEL R. JENKS, P.A.
DAVID K. THARP, P.A.
WAYNE T. GILL, P. A.
NICHOLAS E. CHRISTIN, P.A.
RICHARD P. COLE, P.A.
STEPHEN W. BAZINSKY
CHARLES B. MIRMAN, P.A.
JONATHAN J. DAVIS
BERNARD J. PROBST
LAWRENCE D. SMITH
JOHN P. JOY
JOHN W. MCLUSKEY
GREGORY J. WILLIS
BETH J. LEAHY
ROBERTA J. KARP
JOHN G. WHITE, III
G. BART BILLBROUGH
ROBERT J. STRUNIN
DEBORAH POORE KNIGHT
RICHARD O. ROSENBLUM
HENRY SUAREZ
DAVID M. McDONALD
MICHAEL W. BAKER
ROBERT L. TEITLER
GREGORY T. MARTINI
ROBERT M. OONLON
GEOFFREY S. MARKS
ALLISON CHITTEM HARTNETT
JULIEAN RICE-CHAROUMIS
GENE P. KISSANE

PAUL S. MARTIN
AMY L. SMITH
FRANK J. TADDEO
GREGORY W. COLEMAN
SCOTT A. COLE
WILLIAM G. HERBMAN
LAWRENCE D. KING
CHARLES S. SACHER
GEORGE W. BUSH, JR.
KURT A. WYLAND
KIP O. LABSNER
NANCY C. VALCARCE
DAVID S. TADROS
JOSEPH P. CINNEY
RHETT P. DOVE, III
KENNETH L. VALENTINI
RUSSELL A. DOHAN
STEVEN E. POOR
ELLEN S. MALASKY
WARREN BROWN
CARLOS M. MARTINEZ, JR.
DANIEL A. SHAPIRO
GREGG R. MARGRE
STEVEN C. BESSA
WFBLEE S. ARCIOLA
STUART J. HAFT
OF COUNSEL
SAMUEL O. CARSON
WILLIAM J. GRAY
MARTIN E. SEGAL, P.A.
ROBERT B. COLE

MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1995)

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

EFFECTIVE DATE
10-7-96

700001970567
-10/10/96--01044--017
***122.50 ***122.50

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>
Total:	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 PM 12:15

D. BROWN OCT 15 1996

Department of State
October 8, 1996
Page 2

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

Sincerely,


Gregory T. Martini

GTM/tjr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 PM 12:15

EFFECTIVE DATE

10-2-96

ARTICLES OF INCORPORATION
OF
WIFL DEVELOPMENT, INC.

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:

WIFL DEVELOPMENT, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

2131 South Webster Avenue
Green Bay, Wisconsin 54301-2258

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>
Richard W. Johnson	3022 Autumn Leave Circle Green Bay, WI 54313
Larry L. Nifong	2131 South Webster Avenue Green Bay, WI 54301-2258

Romaine W. Schanock

610 Brevoort Lane
Green Bay, WI 54301

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, WIFL DEVELOPMENT, INC., siring 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:

<u>NAME</u>	<u>ADDRESS</u>
Gregory T. Martini	2655 LeJeune Road, Suite 1101 Coral Gables, FL 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 7th day of October, 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 8th day of October, 1996.

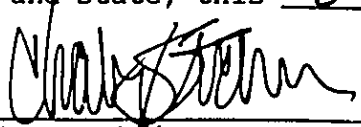


GREGORY T. MARTINI (SEAL)


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 Coral Gables, in said County and State, this 8th day of October, 1996.



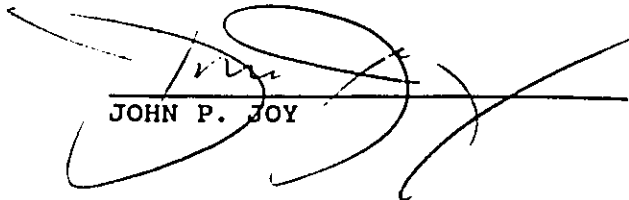
Notary Public, State of Florida
at Large

My commission expires ~~1997~~ **1997**
 CHARLES SACHER
My Commission CC311154
Expires Aug. 25, 1997
Bonded by HAI
800-422-1555

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 PM 12:15

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for WIFL 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)