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Paul J. Burns, Esq.

12525 Walsingham Road  
Largo, Florida 33774

FILED

96 DEC 16 AM 10:08

(813) 595-4540

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Member of FL & NJ Bars

December 13, 1996

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

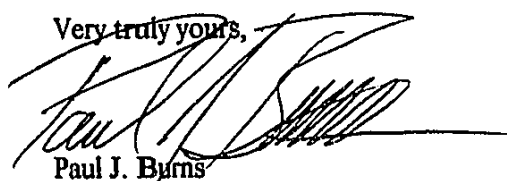
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-12/17/96--01058--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of RBMS, Inc.

Dear Sir:

Enclosed please find original and copy of Articles of Incorporation of the filed for the above corporation. Also enclosed is a check in the amount of \$122.50 for filing fee and a certified copy to be returned to my office. If anything else is needed do not hesitate to contact me.

Very truly yours,



Paul J. Burns

enc.

PA 12/18/96

FILED

ARTICLES OF INCORPORATION  
OF  
RBMS, INC.

96 DEC 16 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Incorporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is RBMS, INC.

ARTICLE TWO

DURATION

The term of duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE FOUR

STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares

with a par value of \$1.00.

ARTICLE FIVE  
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 6405 Central Avenue, St. Petersburg, Florida 33713 and the name of the initial registered agent at such address is Ryan M. Bender.

ARTICLE SIX  
PRINCIPAL OFFICE

The street address of the principal office and mailing address is 6405 Central Avenue, St. Petersburg, Florida 33713.

ARTICLE SEVEN  
DIRECTORS

The board of directors of the corporation shall consist of two (2) members and may be changed from time to time in accordance with the By-laws of the corporation. The initial directors shall be Ryan M. Bender and Mark E. Sicilian.

ARTICLE EIGHT  
INCORPORATORS

The name and address of the incorporator is Paul J. Burns, 12525 Walsingham Road, Largo, Florida 33774.

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of the filing of these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 13th day of December, 1996.


  
PAUL J. BURNS  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13th day of December, 1996, by Paul J. Burns who is personally known to me or who has produced a Florida Drivers license as identification.



Jeffrey W Lindquist  
My Commission CC603120  
Expires November 21, 2000

  
Notary Public

My Commission Expires:

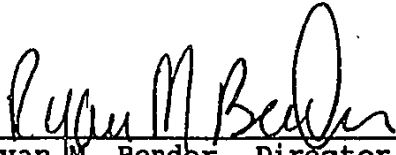
Print Name of Notary Public  
Commission No.: CC603120

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
96 DEC 16 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of the Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

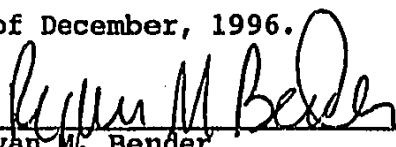
1. The name of the corporation is RBMS, INC.
2. The name and address of the registered agent and office is Ryan M. Bender, 6405 Central Avenue, St. Petersburg, Florida 33713.

  
Ryan M. Bender, Director  
Date December 13, 1996

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby 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.

DATED this 13th day of December, 1996.

  
Ryan M. Bender  
Registered Agent