

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

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96 DEC 24 AM 8:16
P96000103823

ACCOUNT NO. 07216 CORPORATION
DIVISION 0000032

REFERENCE : 200003 7120779

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$122.50

ORDER DATE : December 23, 1996

ORDER TIME : 4:24 PM

ORDER NO. : 200003-005

CUSTOMER NO: 7120779

400002036764--1

CUSTOMER: Edward J. Fucillo, Esq
EDWARD J. FUCILLO, ESQ.

Post Office Box 2012

Dunedin, FL 34697

DOMESTIC FILING

NAME: ROOMMATES RESOURCE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

Dmc 12/27/96

W-26903
KR 12.27

FILED
96 DEC 27 PM 2:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: ROOMMATES RESOURCE, INC.
Ref. Number: W96000026903

RESUBMIT

Please give original
submission date as file date.

We have received your document for ROOMMATES RESOURCE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 096A00057111

RECEIVED
DEC 27 1996
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ROOMMATES RESOURCE INC.

FILED
96 DEC 24 PM 2:38
STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is ROOMMATES RESOURCE INC.

The address of the principal office of this corporation shall be 12830 Royal George Avenue, Odessa, Florida 33556 and the mailing address shall be the same.

ARTICLE II. PRINCIPAL OFFICE and REGISTERED AGENT.

The address of the principal place of business of this corporation is 12830 Royal George Avenue Odessa, Florida 33556 and the name of the registered agent of this corporation is Candace L. Shanaughy whose address is 12830 Royal George Avenue Odessa, Florida 33556.

ARTICLE III. PURPOSE and DURATION.

This corporation is organized for the purpose of engaging in any and all activities or business permitted under the laws of the State Of Florida and the United States of America or any other state, territory, country or nation. The period of duration of the corporation is perpetual.

ARTICLE IV. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE V. BOARD OF DIRECTORS

This corporation shall initially have one Director. The number of Directors may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1). The name and address of the Director of this corporation until the first annual meeting of the Shareholders or until a successor(s) is elected and qualified is as follows:

Candace L. Shanaughy
12830 Royal George Avenue
Odessa, Florida 33556

ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Article of Incorporation is:

Candace L. Shanaughy
12830 Royal George Avenue
Odessa, Florida 33556

ARTICLE VIII. PREEMPTIVE RIGHTS

The Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, regardless of when authorized and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

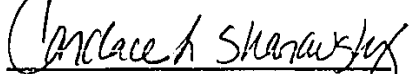
ARTICLE IX.

The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19 day of December, 1996.


CANDACE L. SHANAUGHY
Incorporator/Subscriber

ACCEPTANCE BY REGISTERED AGENT:



CANDACE L. SHANAUGHY - Registered Agent

I am hereby familiar with and accepts the duties and responsibilities of acting as registered agent.

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19 day of December, 1996 by CANDACE L. SHANAUGHY.



MINDY POLETZ
COMMISSION # CC 371045
EXPIRES MAY 9, 1998


Notary Public
My commission expires