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COPELAND, KRAMER, SEWELL & SOPKO, P.A.

ATTORNEYS AT LAW

JOHN K. COPELAND
ROBERT S. KRAMER
LAURIE RUSK SEWELL
JAMES SOPKO

Board Certified Tax Lawyer
Board Certified Wills, Trusts
and Estates Lawyer

2307 S.E. MONTEREY ROAD
POST OFFICE BOX 2421
STUART, FLORIDA 34995

(561) 288-0048
FAX (561) 288-0049

December 19, 1996

EFFECTIVE DATE
12-19-96

Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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-12/24/96--01040--001
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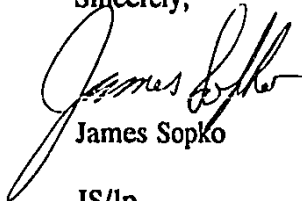
Re: R. H. Roffman & Associates, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of R. H. Roffman & Associates, Inc. and a check in the amount of \$122.50 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,


James Sopko

JS/lp

Enclosures

cc: Mr. Robert H. Roffman
Ms. Katherine Dunne

[roffman@lr-state.com]

FILED
96 DEC 23 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR
12-30-96

ARTICLES OF INCORPORATION

OF

R. H. ROFFMAN & ASSOCIATES, INC.

EFFECTIVE DATE

12.19.96

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be: R. H. ROFFMAN & ASSOCIATES, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of Class A stock and 5,000 shares of Class B stock. These classes of stock are equal in preferences, limitations, and relative rights except that Class B stock shall not have any voting rights.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of this corporation is 2307 SE Monterey Road,
Stuart, FL 34996.

ARTICLE VI

DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Katherine D.G. Dunne
158 South River Road
Stuart, FL 34996

Robert H. Roffman
109 N. Sewalls Point Road
Stuart, FL 34996

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2307 SE Monterey Road
Stuart, FL 34996

The name of the initial registered agent of this corporation at that address is:

James Sopko

ARTICLE VII

INCORPORATOR

The name and address of the person signing these articles is:

James Sopko
Post Office Box 2421
Stuart, Florida 34995-2421

ARTICLE VIII

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rate share of stock of the corporation for all issues of any class of stock of the corporation, no matter 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. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE IX

AMENDMENTS

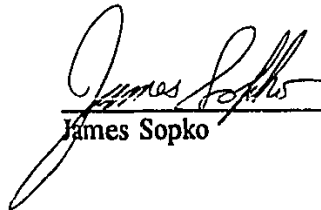
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

EFFECTIVE DATE

The effective date of this corporation is December 19, 1996

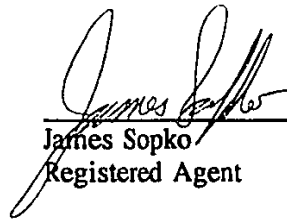
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of December, 1996.


James Sopko

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, *1, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 19th day of December, 1996.



James Sopko
Registered Agent

FILED
96 DEC 23 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA