

GODBOLD, DOWNING, SHEAHAN & BATTAGLIA

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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Apr. 30, 1997

Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Dear Sir or Madam:

Enclosed are the following documents:

436-97

A. RI Panama City, Inc.:

1. The executed Articles of Incorporation of RI Panama City, Inc.
2. A copy of the executed Articles of Incorporation to be certified and returned.
3. A check in the amount of \$122.50 to cover the following items:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy/Articles of Incorporation	<u>52.50</u>
Total	\$122.50

C. RI Panama City, Ltd.:

1. Certificate of Limited Partnership of RI Panama City, Ltd.
2. A copy of the executed Certificate of Limited Partnership to be certified and returned.
3. Affidavit of Capital Contributions.
4. Registered Agent Acceptance

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Perry
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5. A check in the amount of \$140.00 to cover the following items:

Filing Fee	\$ 52.50
Registered Agent Designation	35.00
Certified copy/Certificate of Limited Partnership	<u>52.50</u>
Total	<u>\$140.00</u>

Please file the documents in the order listed in this letter, as the corporation is the partner of the limited partnership that is being formed.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Yours very truly,



William P. Battaglia

WPB/r
Enclosures
cc: Robert Rohdie w/ encls

F: FRI-PANAM SEC-2-STL FR

ARTICLES OF INCORPORATION
OF
RI PANAMA CITY, INC.

EFFECTIVE DATE
4-30-77

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

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S. B. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the Corporation shall be RI Panama City, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 5401 South Kirkman Road, Suite 515, Orlando, Florida 32819, and its mailing address is 5401 South Kirkman Road, Suite 515, Orlando, Florida 32819.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the later of the date of subscription of these Articles of Incorporation, or the date which is five (5) business days prior to the date these Articles of Incorporation have been filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 222 West Comstock Avenue, Suite 101, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be Grant T. Downing.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

<u>Name</u>	<u>Address</u>
Robert Rohdie	5401 South Kirkman Road Suite 515 Orlando, FL 32819

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

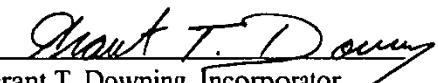
<u>Name</u>	<u>Address</u>
Grant T. Downing	222 West Comstock Avenue Suite 101 Winter Park, FL 32789

ARTICLE IX

Preemptive Rights

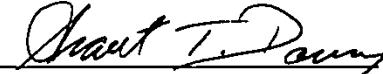
The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in Florida Statutes §607.0630.

Executed this 30 day of April, 1997.


Grant T. Downing, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and 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.


Grant T. Downing
Registered Agent

Date: April 30, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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