

P97000058243



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 449908 81740A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 2, 1997

ORDER TIME : 10:55 AM

ORDER NO. : 449908-005

CUSTOMER NO: 81740A

CUSTOMER: Marguerite Shaffer, Legal Asst  
ROGER L. SHAFFER, ESQ

Suite 270  
2500 N. Military Trail  
Boca Raton, FL 33431

200002229512--3  
-07/03/97--01001--003  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: RESOURCE TOWERS, 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: Susana Romagosa

EXAMINER'S INITIALS:

FILED  
JUL -2 PM 3:24  
TALLAHASSEE FLORIDA

RECORDED  
JUL -2 PM 2:41  
DIVISION OF CORPORATION

JUL 03 1997

8

**ARTICLES OF INCORPORATION**

**OF**

**RESOURCE TOWERS, INC. TALLAHASSEE, FLORIDA**

FILED

97 JUL -2 AM 8:24

**ARTICLE I: NAME**

The name of this corporation is **RESOURCE TOWERS, INC.** The mailing address of the corporation is 8713 Pluto Terrace, Lake Park, Florida 33403.

**ARTICLE II: DURATION**

This corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

**ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$.01) par value common stock which shall be designated "Common Shares".

**ARTICLE V: PRE-EMPTIVE RIGHTS**

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2500 N. Military Trail, Suite 270, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Roger L. Shaffer, Jr.

**ARTICLE VII: INITIAL BOARD OF 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 name and address of the initial directors of this corporation are:

Karen Lamplough  
10-C Lexington Lane East  
Palm Beach Gardens, FL 33418

Anthony E. Norment  
8713 Pluto Terrace  
Lake Park, FL 33403

**ARTICLE VIII: INCORPORATOR**

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

Roger L. Shaffer, Jr.  
2500 N. Military Trail, Suite 270  
Boca Raton, Florida 33431

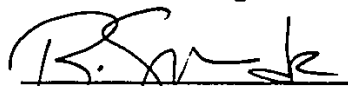
**ARTICLE IX: INDEMNIFICATION**

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

**ARTICLE X: AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

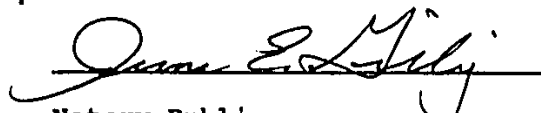
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of July, 1997.

  
\_\_\_\_\_  
Roger L. Shaffer, Jr.

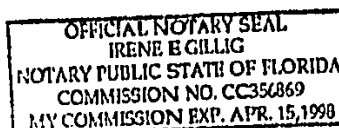
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared Roger L. Shaffer, Jr., who is personally known to me to be the person described in, or who produced as identification FL DL# S160-732-66-167, and who executed the foregoing Articles of Incorporation and who took an oath and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid this 1st day of July, 1997.

  
\_\_\_\_\_  
Notary Public

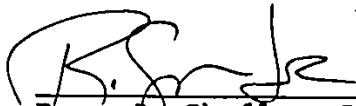
My Commission Expires:



**REGISTERED AGENT CERTIFICATE**

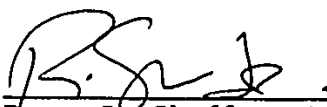
In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

That RESOURCE TOWERS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Lake Park, State of Florida, has named Roger L. Shaffer, Jr. 2500 N. Military Trail, Suite 270, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
Roger L. Shaffer, Jr.  
Incorporator

Dated: July 1, 1997

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar and accept the obligations of registered agent.

  
\_\_\_\_\_  
Roger L. Shaffer, Jr.  
Registered Agent

Dated: July 1, 1997