



THE UNITED STATES
CORPORATION
COMPANY

P97000074020

ACCOUNT NO. : 072100000032

REFERENCE : 509019 7131188

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pujols

ORDER DATE : August 26, 1997

ORDER TIME : 11:18 AM

ORDER NO. : 509019-005

CUSTOMER NO: 7131188

CUSTOMER: Ms. Tina Muglach
THOMAS H. WARLICK, P.A.

316 E. Pine Street

Orlando, FL 32801

200002277602--3

DOMESTIC FILING

NAME: RTS OF CENTRAL FLORIDA, INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
97 AUG 26 PM 1:56
STATE
TALLAHASSEE, FLORIDA

RECORDED
97 AUG 26 PM 12:11
OFFICE OF SECRETARY OF STATE

SN AUG 26 1997

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ARTICLES OF INCORPORATION
OF
RTS OF CENTRAL FLORIDA, INC., A FLORIDA CORPORATION

FILED
97 AUG 26 PM 1:56
TALLAHASSEE, FLORIDA

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be RTS OF CENTRAL FLORIDA, INC., a Florida corporation.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 1501 West Colonial Drive, Orlando, Florida 32804.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$10.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so

to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 1501 West Colonial Drive, Orlando, Florida 32804.

The name of the initial registered agent of this corporation at that address shall be Walter A. Rex.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Walter A. Rex	1501 West Colonial Drive Orlando, Florida 32804	D/P

James F. Tibbs	1501 West Colonial Drive Orlando, Florida 32804	D/VP
Don B. Saunders	346 Park Avenue South Winter Park, Florida 32789	D/S/T

ARTICLE VIII - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE IX - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Walter A. Rex
1501 West Colonial Drive
Orlando, Florida 32804

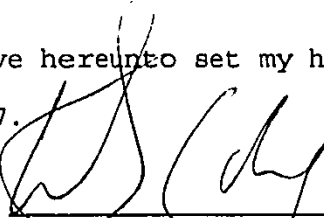
ARTICLE X - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

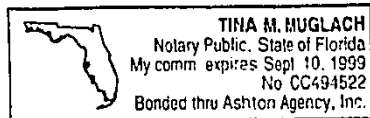
IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 20th day of August, 1997.


_____(SEAL)
WALTER A. REX,
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared WALTER A. REX, to me known or provided _____ as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of August, 1997.



(SEAL)

Tina M. Muglach
Notary Public
Print Name: _____
My commission expires: _____
Commission No.: _____

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

THAT, RTS OF CENTRAL FLORIDA, INC., desiring to organize
under the laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation in the City of
Orlando, County of Orange, State of Florida, has named as its
Registered Agent, Walter A. Rex in the City of Orlando, County of
Orange, State of Florida, to accept service of process within
this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity and agree to comply with
the provisions of said Act relative to keeping open said office.


WALTER A. REX

FILED
AUG 26 PM 1:56
CLERK OF COURT
STATE OF FLORIDA