

10/30/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: RODGERS MANAGEMENT GROUP, INC.
AUDIT NUMBER.....H97000018104
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

OCT 31 1997

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ARTICLES OF INCORPORATION

Of

Rodgers Management Group, Inc.

ARTICLE I

NAME

The name of this corporation is Rodgers Management Group, Inc. located at 2631 NE 5th Street, Pompano Beach, FL 33062.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

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 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, 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.

Richard L. Shoemaker, CPA
2050 E. Oakland Park Blvd, Suite 202
Fort Lauderdale, FL 33306-1121
Telephone (954) 561-3388

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2050 E. Oakland Park Blvd # 202, Ft. Lauderdale, FL 33306-1121 and the name of the initial registered agent of this corporation at that address is Richard L. Shoemaker, CPA. The undersigned registered agent is accepting service for Rodgers Management Group, Inc this 30 day of October 1977.


Richard L. Shoemaker, CPA

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is:

NAME	ADDRESS
Kenneth Rodgers, Jr.	2631 NE 5th Street Pompano Beach, FL 33062

ARTICLE VIII

INCORPORATION

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

NAME	ADDRESS
Kenneth Rodgers, Jr.	2631 NE 5th Street Pompano Beach, FL 33062

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, 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 30th day of October 1997


Kenneth E. Rodgers, Jr.

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared KENNETH DAVID RODGERS Personally Known OR Produced Identification X Type of Identification Produced FD-326-504-64268-9 and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he(they) acknowledged before me that he(they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 30th day of OCTOBER 1997


Notary Public
State of Florida at Large

My commission expires:



SANDRA M. RECALDE
My Commission CC356876
Expires Mar. 18, 1998
Bonded by HAI
800-422-1565

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