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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPRING HILL OFFICE

TELEPHONE: (352) 688-7490

November 5, 1997

Division of Corporations
Department of State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

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RE: Rodmar Properties, Inc.

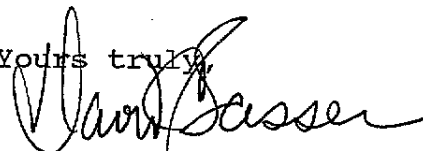
Gentleman:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Yours truly,



David C. Sasser

DCS/bsj

cc: Aida Rodriguez

P. Hall
NOV 14 1997

ARTICLES OF INCORPORATION

OF

RODMAR PROPERTIES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is RODMAR PROPERTIES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To engage in the business of development and management of commercial and professional office buildings.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock. Such shares shall be of a single class and shall have no par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office of the Corporation and the street address of the initial registered office of this corporation is 5331 Commercial Way, Suite 104, Spring Hill, Florida 34606. The name of the initial registered agent of this corporation at that address is MYRIAM MARSHALL. The mailing address of this corporation is 5331 Commercial Way, Suite 104, Spring Hill, Florida 34606.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MYRIAM MARSHALL	5331 Commercial Way, Suite 104 Spring Hill, FL 34606
AIDA RODRIGUEZ	5331 Commercial Way, Suite 104 Spring Hill, FL 34606

ARTICLE VII - INCORPORATOR(S)

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
MYRIAM MARSHALL	5331 Commercial Way, Suite 104 Spring Hill, FL 34606

ARTICLE VIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or appurtenant to any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE IX - STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, 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 8 day of ^{oct.} ~~SEPTEMBER~~, 1997


MYRIAM MARSHALL

STATE OF FLORIDA
COUNTY OF HERNANDO

October
The foregoing articles of incorporation were acknowledged before me on ~~SEPTEMBER~~ 8, 1997, by MYRIAM MARSHALL who is personally known to me or who produced FLORIDA DRIVER'S LICENSE as identification.



JEFFREY D. NICHOLAS
COMMISSION # CC 654224
EXPIRES JUN 9, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Jeffrey D. Nicholas
NOTARY PUBLIC
Jeffrey D. Nicholas
(Printed name of Notary Public)

My commission expires:

June 9, 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MYRIAM MARSHALL, which is contained in the foregoing Articles of Incorporation.

DATED this 8 day of ~~SEPTEMBER~~ *Oct*, 1997

Myriam Marshall
MYRIAM MARSHALL
Registered Agent