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Joe Castello, P.A.

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December 19, 1997
Expedited Delivery

ATTORNEYS' TITLE
INSURANCE FUND, INC.
Suite 200
660 East Jefferson Street
Tallahassee, Florida 32301

*Please Return
TO ASAP*

Re: RLA Consulting, Inc.

To Whom It May Concern:

800002378868--2

-12/22/97-01050-003
****131.25 ****131.25

I enclose for filing with the Florida Department of State the Articles of Incorporation for RLA Consulting, Inc. I also enclose our check to the Department for the following fees:

File Articles
Resident Agent Acceptance
Status Certificate
Certified Copy of Articles

\$35.00
\$35.00
\$8.75
\$52.50

\$131.25

TOTAL:

FILED
7 DEC 22 PM 12:46
TALLAHASSEE
FLORIDA
STATE

I also enclose a check for your \$20.00 service fees.

Please fax the status certificate and certified copy of the articles to me at 813-985-6531 as soon as practical. Return the certificates to me and call me if you have any questions.

Sincerely,

Joe Castello
Joe Castello
Member No. 4247

12/22

REI
97 DEC 22
DIVISION OF C.

ARTICLES OF INCORPORATION
of
RLA CONSULTING, INC.

Incorporated Under The Laws of the State of Florida

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator is a natural person with full legal capacity and makes, subscribes, and files these Articles of Incorporation with the Florida Department of State to organize a corporation under the Florida Business Corporation Act, Ch. 607, Florida Statutes, which is called the "Act" in these Articles.

1. NAME

The name of this Corporation is:

RLA CONSULTING, INC.

It is called "*this Corporation*" in these Articles.

2. PRINCIPAL OFFICE/MAILING ADDRESS

The street address of this Corporation's initial principal office is:

SUITE E3
9420 LAZY LANE
TAMPA, FLORIDA 33614

This Corporation's initial mailing address is:

SUITE E3
9420 LAZY LANE
TAMPA, FLORIDA 33614

3. REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office is:

SUITE F
11700 NO. 58TH. STREET
TAMPA, FLORIDA 33617

This Corporation's initial registered agent is:

CWJ INVESTMENTS, INC.

This Corporation's initial registered agent maintains a business office identical with this Corporation's initial registered office. This Corporation's registered office or registered agent, or both, may be changed by this Corporation's President.

4. CAPITAL STOCK

The total number of shares that this Corporation may issue is 100 common shares without par value. No other shares are permitted. Pre-Emptive rights may be granted a shareholder only by a Shareholder Agreement.

5. INCORPORATOR

The Incorporator of this Corporation is:

J. W. ("JOE") CASTELLO
SUITE F, 11700 NO. 58th STREET
TAMPA, FLORIDA 33617

6. PURPOSE AND POWERS

6.1 General:

This Corporation's purpose is to engage in any trade, business, profession, activity, service, venture, or enterprise that from time to time lawfully may be conducted by a corporation under the Act or by a general business corporation under the laws of any other jurisdiction where this Corporation from time to time may do business. This Corporation has all powers provided by the Act, or the laws of any such other jurisdiction, or both.

6.1.1 Professional Services:

This Corporation specifically is empowered to furnish any kind or type of accounting, legal, insurance, real estate or other brokerage, architectural, contracting, engineering, and other professional services wherever it from time to time properly may be licensed, certified, registered, or otherwise qualified to do so, either in its own name as a corporation or by employment, partnership, or other association or affiliation of or with one or more persons.

6.1.2 Regulation:

If, as, and when, and so long as, this Corporation, or any shareholder, officer, director, employee, agent, associate, or affiliate of this Corporation, properly may be licensed, certified, registered, or otherwise qualified to furnish any professional services, the valid provisions of

any applicable statutes, laws, rules, and regulations governing such services control anything to the contrary contained in these Articles with respect to such services.

6.2 Guarantees:

This Corporation specifically is empowered to endorse, guarantee, or pledge or otherwise encumber any of its assets to secure, in any applicable combination, any debt or other obligation of any person, including any of its shareholders or affiliates, to the extent its Board of Directors, in its sole discretion, may determine that a benefit will accrue to this Corporation by virtue of any such endorsement, guaranty, or pledge, as the case may be.

6.3 Indemnification:

This Corporation specifically is empowered to defend, indemnify, and hold its officers, directors, shareholders, incorporator, employees, agents, associates, and affiliates harmless of, from, and against any claims, losses, or liabilities to the extent (i) not prohibited by any applicable law, and (ii) from time to time so authorized by Shareholder Action.

6.3.1 Scope:

Specifically, this Corporation by Shareholder Action may provide such defense and indemnification for unauthorized, wrongful, negligent, reckless, grossly negligent, criminal, and intentional acts or omissions to the maximum extent not prohibited by any applicable law. The scope of any such indemnification further may include all costs and expenses, including fees and other compensation for attorneys and other professionals, incurred in (i) defending any indemnified claim, or (ii) in enforcing the indemnity, or (iii) both.

6.3.2 General:

Unless provided otherwise by Shareholder Action, however, all of the following apply:

- (a) This Corporation's employees, agents, associates, and affiliates, other than its officers, directors, and shareholders, are not entitled to defense and indemnification by this Corporation.
- (b) This Corporation's officers, directors, and shareholders are entitled to defense and indemnification by this Corporation only if and to the extent the officer, director, or shareholder, as the case may be (i) acted, or failed to act, in good faith, and (ii) in a manner such person reasonably believed to be in, or not opposed to, the best interests of this Corporation, and (iii) with respect to any non-felonious criminal action, had no reasonable cause to believe such action, or failure to act, was unlawful.
- (c) This Corporation will compensate its incorporator and each registered agent for any services properly performed, and any expenses properly advanced or incurred, in acting as such and will indemnify each such person against any losses, liabilities, costs, or expenses so incurred.

7. GOVERNANCE

7.1 Shareholder Action:

Wherever these Articles or other documents of this Corporation refer to "*Shareholder Action*," such term means any of the following:

- (a) The vote of the holder(s) of at least 51% of this Corporation's issued and outstanding common shares at the time such action is taken; or
- (b) A written action by such holders taken in compliance with the applicable requirements of Sect. 607.0704 of the Act; or
- (c) A unanimous written action by the holder(s) of all of this Corporation's issued and outstanding common shares at the time.

7.2 Shareholder Agreements:

The shareholders of this Corporation may elect to govern any of this Corporation's affairs by one or more shareholder agreements or voting trusts, or both, as respectively authorized by Sects. 607.0731 and 607.0730 of the Act (a "*Shareholder Agreement*"). Specifically, a Shareholder Agreement may modify: (i) the foregoing requirements for Shareholder Action, and (ii) the provisions of these Articles relating to this Corporation's Board of Directors, which may be dispensed with entirely by a Shareholder Agreement.

7.3 Share Transfer Restrictions:

Any such Shareholder Agreement may restrict or prohibit, as the case may be, the transfer of this Corporation's shares (either absolutely or as security for any debt), the exercise of voting rights, and the rights to declare and receive dividends (current or liquidating).

Unless expressly permitted by a Shareholder Agreement, none of this Corporation's shares may be so transferred without the unanimous consent or approval the holder(s) of all of this Corporation's then issued and outstanding shares if: (i) this Corporation at the time has in effect a valid election to be taxed under Subchapter S (or any similar successor provision) of the Internal Revenue Code of the United States of America (the "*Code*"), and (ii) such transfer, if completed, would revoke or terminate any such election.

The foregoing requirement for unanimous shareholder approval also applies (unless expressly permitted by a Shareholder Agreement) to any such transfer that would revoke, terminate, or otherwise impair: (i) any stock issuance or benefit plan of this Corporation under the Code, (ii) this Corporation's ability to conduct its ordinary business under any applicable licensing or qualification laws of any jurisdiction where it at the time is doing business, or (iii) any privileged status it may have acquired in connection with conducting its ordinary business, such as Small Business Administration or Minority Business Enterprise approval or qualification.

7.4 Duty of Inquiry:

Any transferee of any of this Corporation's shares is on notice of the foregoing restrictions and prohibitions upon the transfer of this Corporation's shares and has the duty to inquire into the possible existence of one or more Shareholder Agreements authorizing, restricting, or prohibiting a particular transfer, as the case may be, regardless of whether noted on any of this Corporation's share certificates. Such inquiry may be made at this Corporation's principal office.

7.5 By-Laws:

This Corporation's Board of Directors or shareholders from time to time may adopt, change, and rescind By-Laws for the management of this Corporation's affairs; but no By-Laws are required. Any By-Laws that may be adopted by the Board of Directors may be rescinded or amended by Shareholder Action; but any By-Laws that may be adopted by Shareholder Action may be rescinded or amended only by Shareholder Action, unless they expressly provide otherwise.

7.6 Written Action:

Any action that the shareholders or directors of this Corporation may take by a vote may be taken by unanimous written action, without a meeting or deliberation. Any such unanimous written action may be executed before or after the action taken or confirmed and may have a stated effective date other than its date of actual execution and delivery. Signing any such unanimous written action is a waiver of all notices and other formal requisites to the action so taken. Any action by the shareholders of this Corporation also may be taken by written action as provided in Sect. 607.0704 of the Act.

7.7 Board:

Unless provided otherwise by these Articles, a Shareholder Agreement, any By-Laws, or Shareholder Action, this Corporation's affairs are managed, and all of its privileges, rights, powers, and immunities are exercised, by a Board of Directors in compliance with all of the following:

- (a) One director must be this Corporation's President.
- (b) The number of directors initially is one, but it may be changed by Shareholder Action.
- (c) Each director is elected by Shareholder Action.
- (d) Cumulative voting for election of directors is prohibited.
- (e) Each director serves a term of one year and until a successor is elected and qualifies, unless that director sooner dies, resigns, or is incapacitated, removed, or otherwise unable to serve.

- (f) Any director, or the entire Board of Directors, may be removed, with or without cause, by Shareholder Action; and no director has or may be granted any vested right, power, privilege, or immunity in the office of director.
- (g) Whenever this Corporation may have a Board of Directors consisting of two or more directors, then, upon the death, incapacitation, or other inability of any director to act, the remaining director(s), regardless of whether the remaining director(s) is or are a majority of the Board of Directors or the President of this Corporation, may manage all of this Corporation's affairs, and exercise all of this Corporation's powers, without electing or appointing any successor(s) in office to the dead, incapacitated, or disabled director(s), as the case may be.
- (h) Whenever this Corporation may have a Board of Directors consisting of only one director, however, then, upon the death, incapacitation, or other inability of the sole director and President to act, any then incumbent Vice President of this Corporation may manage all of this Corporation's affairs, and exercise all of this Corporation's powers, to the extent necessary, convenient, desirable, or expedient to conduct this Corporation's ordinary business and affairs until such time as a successor to the sole director and President is elected and qualifies.
- (i) Unless it expressly provides otherwise, any action taken by Shareholder Action may be rescinded, amended, or otherwise changed only by subsequent Shareholder Action, and not by the Board of Directors.

7.8 Officers:

This Corporation must have a President and may have such other officers, with such duties, responsibilities, and authority, as may be (i) set forth in these Articles, or (ii) determined by the Board of Directors, by Shareholder Action, or both. Unless provided otherwise by Shareholder Action, the President serves at the pleasure of the Board of Directors and until a successor is elected and qualifies.

7.8.1 Assistant Secretaries:

This Corporation may have one or more Assistant Secretaries, whose duties, responsibility, and authority strictly are confined to (i) attesting, with or without affixing this Corporation's seal, the signature or other act of any executive officer taken in the name or otherwise on behalf of this Corporation, and (ii) certifying or attesting, as appropriate, with or without using this Corporation's seal, the incumbency of this Corporation's officers and directors and copies of any of its official records.

7.8.2 Writings:

If and so long as the President may be the sole director of this Corporation, any writing (formal or informal) signed by the President in the name or otherwise on behalf of this Corporation, with or without either an adoptive or the official seal of this Corporation affixed, also constitutes, and has the same effect as all of the following:

- (a) A unanimous written action or consent of this Corporation's Board of Directors authorizing the action it evidences, contains, or memorializes.

- (b) The minutes of the proceedings of the Board of Directors authorizing such action, with all formal requisites as to notice, call, conduct, and voting at such meeting waived.
- (c) Attestation by a Secretary or Assistant Secretary of this Corporation.

If such person at the time also in fact is the holder of all of this Corporation's then issued and outstanding shares, any such writing also has the same effect as:

- (d) A unanimous written action or consent of this Corporation's shareholders authorizing the action it evidences, contains, or memorializes.
- (e) The minutes of the proceedings of a special meeting of this Corporation's shareholders authorizing such action, with all formal requisites as to notice, call, conduct, and voting at such meeting waived.

7.8.3 Vice President:

Upon the death, total disability, incapacitation, or other inability of a President and sole director of this Corporation to act, the then incumbent Vice President of this Corporation, if any (or, if there be more than one, the then incumbent Executive Vice President of this Corporation, if any), may exercise all powers and authority of the President to conduct this Corporation's ordinary business and affairs until a successor to the President and Sole Director is elected and qualifies.

If appropriate at the time, any such person also has the authority, but not the duty, to take all actions required to wind up this Corporation's business and affairs and to liquidate and dissolve this Corporation.

7.9 Seal:

This Corporation's official seal for all purposes is the following, or any handwritten, printed, or other facsimile of the following:

(CORPORATE SEAL)

This Corporation also from time to time may have, as an adoptive seal, one or more printed or impression seals, any of which has the same force and effect as this Corporation's official seal, so long as any such adoptive seal contains the words "corporate seal."

7.10 Affiliated Transactions:

This Corporation expressly elects not to be governed by the provisions of Sects. 607.0901 and 607.0902 of the Act, as well as any other provisions of the Act that may authorize an express negative election by these Articles as to their applicability to this Corporation.

7.11 Act:

To the maximum permissible extent, the express provisions of these Articles control anything to the contrary contained in the Act. The provisions of the Act, as from time to time in force and effect, otherwise supplement these Articles and apply to the governance, management, and conduct of the affairs and business of this Corporation, except to the extent inconsistent with the express provisions of these Articles. Wherever these Articles may refer to a specific section of the Act, such reference includes the most nearly comparable successor provision(s) of the Act.

Notwithstanding the foregoing, no subsequent amendment or other change to the Act may alter, diminish, or otherwise impair any previously vested right, power, privilege, immunity, or franchise of this Corporation, or any action properly taken in compliance with any previous provision.

8. DURATION

This Corporation exists perpetually.

9. PERSONS

The following person is this Corporation's initial President and sole director:

ROBERT L. ALLISON
SUITE E3
9420 LAZY LANE
TAMPA, FLORIDA 33614

Such person continues in such capacities until his successor(s) is or are elected and qualify, unless he sooner dies, resigns, is incapacitated, removed, or otherwise unable to serve.

10. GENERAL

10.1 Effect:

This Corporation begins corporate existence when these Articles are accepted for filing by the Florida Department of State. Unless so accepted, however, these Articles have no force or effect.

10.2 Amendment:

Unless expressly provided otherwise in these Articles, they may be rescinded, amended, or otherwise changed only by Shareholder Action and otherwise in compliance with any applicable requirements of the Act.

10.3 Interpretation:

Unless these Articles expressly or necessarily require otherwise: each provision applies from time to time and at any time; any use of the present tense includes the future tense, and vice-versa; any use of one gender includes all genders; and any use of the singular includes the plural, and vice-versa. Headings in these Articles are provided primarily for indexing and are not necessarily intended to have any substantive effect.

10.4 Definitions:

As may be used in these Articles, "*any*" means "any and all," "*good faith*" is used in the Uniform Commercial Code sense of "honesty in fact," "*include*" and "*including*" each are used in the sense of "including, but not limited to," any duty to "*indemnify*" includes the duties to defend and hold harmless, "*may not*" and other negative forms of the verb "*may*" each are prohibitive, "*person*" means any natural person or artificial entity with legal capacity, "*specifically*" is used in the sense of "without limiting the generality of the foregoing," "*unless*" means "unless, until, and only to the extent that," and "*will*" and "*must*" each are mandatory.

11. EXECUTION

To *Witness* the foregoing, these Articles of Incorporation have been executed December 19, 1997 by this Corporation's Incorporator for the purposes stated.



J. W. ("JOE") CASTELLO,
Incorporator

ACCEPTANCE BY RESIDENT AGENT

RLA CONSULTING, INC.

A Florida Corporation

I HEREBY CERTIFY that (i) I am the duly elected, qualified, incumbent, and acting President of CWJ INVESTMENTS, INC., a Florida corporation, which is named as Resident Agent for RLA CONSULTING, INC., a Florida corporation ("*this Corporation*"), in its Articles of Incorporation simultaneously submitted for filing with the Florida Department of State, (ii) CWJ INVESTMENTS, INC., maintains a business office at the following street address for this Corporation's initial Registered Office as set forth in its Articles of Incorporation:

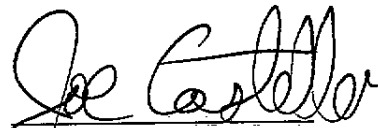
SUITE F
11700 NO. 58th STREET
TAMPA, FLORIDA 33617

(iii) I am familiar with and accept the duties of this Corporation's Resident Agent set forth in Sect. 607.0505 and other applicable provisions of the Florida Statutes on behalf of CWJ INVESTMENTS, INC., and (iv) I am authorized to bind CWJ INVESTMENTS, INC., to the terms of this acceptance.

December 19, 1997.

CWJ INVESTMENTS, INC.
A Florida Corporation

By:


JOE CASTELLO, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED