

P98000010701



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 691769 87551A

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 122.50

ORDER DATE : February 3, 1998

ORDER TIME : 10:10 AM

ORDER NO. : 691769-005

500002419795--1

CUSTOMER NO: 87551A

CUSTOMER: Joan V. Dalie, Legal Asst
LAWRENCE B. JURAN, PA

~~389992419795--1~~
~~1242/98 81843-040~~
~~*****78.75~~

Suite 1000
3801 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: RESERVE CORPORATION OF
AMERICA

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: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98FEB-3 PM 1:06
98FEB-3 AM 11:37
RECEIVED
DIVISION OF CORPORATIONS
2/3/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 PM 1:06

ARTICLES OF INCORPORATION
OF
RESERVE CORPORATION OF AMERICA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: **Reserve Corporation of America.**

ARTICLE III
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE IIII
PURPOSE

To engage in any business and other activities permitted under the laws of the United States and Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue a total of 20,000 shares of common stock, par value \$0.001 per share, of which 10,000 shares shall be Class A voting common stock and 10,000 shares shall be Class B nonvoting common stock.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of voting common stock owned. That a

voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

(c) With the exception of voting rights, each share of common stock shall have the same characteristics regardless of class.

ARTICLE V TERM OF EXISTENCE

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

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Lawrence B. Juran, P.A. The street address of the initial registered agent of this corporation is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, Florida 33410.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The names and addresses of the initial directors of this corporation are:

Bruce A. Rendina
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

Patrick J. DiSalvo
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

Malcolm S. Sina
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

Lawrence B. Juran
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

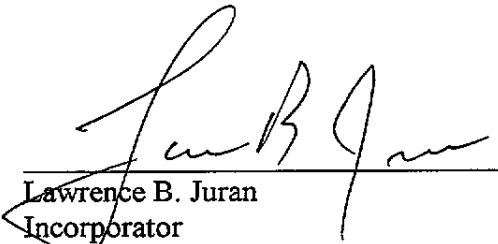
ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Lawrence B. Juran, 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410.

The undersigned has executed these Articles of Incorporation this 2nd day of February, 1998.




Lawrence B. Juran
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF Palm Beach

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lawrence B. Juran, known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 2nd day of February, 1998.



Notary Public
State of Florida at Large

My Commission Expires:



Joan V. Dalie
MY COMMISSION # CG656228 EXPIRES
July 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 PM 1:06

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

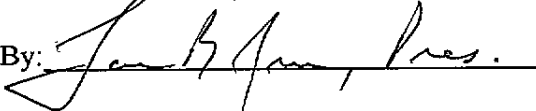
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **RESERVE CORPORATION OF AMERICA.**
2. The name and address of the registered agent and office is:
Lawrence B. Juran, P.A.
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED CORPORATION HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED CORPORATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

Dated: February 2, 1998

Registered Agent:
Lawrence B. Juran, P.A.

By:  Pres.