

03/05/98 THU 09:59 FAX 904 359 8700

FOLEY & LARDNER

001

P98000020999

ENTER/SELECTION AND <CR>FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

5:45 PM

EFFECTIVE DATE

3-4-98

((H98000004355 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: ~~KAREN PETERSON~~ Sonya Sowards

PHONE: (904) 359-2000

FAX #: (904) 359-8700

NAME: RS CAPITAL FUNDING, INC.

AUDIT NUMBER.....H98000004355

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

FILED  
98 MAR -5 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. McKnight MAR 05 1998

Fax Audit No. H98000004355

**EFFECTIVE DATE**

3-4-98

ARTICLES OF INCORPORATION  
OF  
RS CAPITAL FUNDING, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is RS Capital Funding, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is c/o Charles E. Commander III, Esquire, 200 Laura Street, Jacksonville, Florida 32202.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by:  
Charles E. Commander III, Esquire  
Florida Bar No. 94179  
Foley & Lardner  
200 Laura Street North, Third Floor  
Post Office Box 240  
Jacksonville, FL 32201-0240  
Telephone: 904/359-2000

**FILED**  
98 MAR -5 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Fax Audit No. H98000004355

#### ARTICLE 4

##### CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.01 per share.

#### ARTICLE 5

##### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Third Floor, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is F&L Corp.

#### ARTICLE 6

##### BYLAWS

Section 6.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

#### ARTICLE 7

##### INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Charles E. Commander III, Esquire	200 Laura Street, Third Floor Jacksonville, Florida 32202

#### ARTICLE 8

##### INDEMNIFICATION

Section 8.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.


Fax Audit No. H98000004355

ARTICLE 9

AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on March 4, 1998.

  
\_\_\_\_\_  
Charles E. Commander III, Esquire  
Incorporator

Fax Audit No. H98000004355

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, F&L Corp. hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. F&L Corp. is familiar with and accepts the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick  
Charles V. Hedrick  
Authorized Signatory

Date: March 4, 1998

FILED  
98 MAR -5 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA