

MAR 23-1998 16:30 FROM THE COMPANY CORP.

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~~((H980000055574))~~

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: THE COMPANY CORPORATION

ACCT#: 110421001316

CONTACT: REGINA CEPHAS

PHONE: (302)575-0440

FAX #: (302)575-1346

NAME: LEEMING-ROTHENBECKER & ASSOCIATES INC.

AUDIT NUMBER.....H98000005557

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

CERT. OF STATUS..0 PAGES..... 3

CERT. COPIES.....0 DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

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

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FILED STATE
SECRETARY OF CORPORATIONS
98 MAR 23 AM 8:36

**ARTICLES OF INCORPORATION
OF
Leeming-Rothenbecker & Associates Inc.**

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **Leeming-Rothenbecker & Associates Inc.**
- SECOND:** The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD:** The principal address of the corporation is 1940 Harrison Street Suite 100, Hollywood, FL 33020.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 1,000 share(s) at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- David J. Rothenbecker 1940 Harrison Street Suite 100,
Hollywood, FL 33020.
David E. Leeming 1940 Harrison Street Suite 100, Hollywood,
FL 33020.

SEVENTH: The duration of the corporation is perpetual.

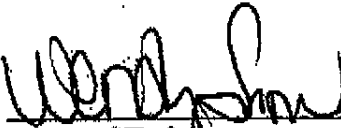
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EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

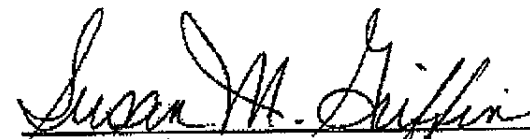
Wendy Snow c/o The Company Corporation
1313 N. Market Street
Wilmington, DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 19th day of March, 1998.

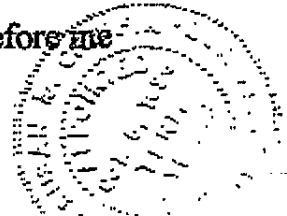

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 19th day of March 1998, by Wendy Snow.


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000



This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801 (302) 575-0440.

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This document was prepared by Wendy Snow, The Company Corporation
1313 N. Market Street, Wilmington, DE 19801 (302) 575-0440

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Leeming-Rothenbecker & Associates Inc.

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of Hollywood, State of Florida, has named Larry Wolfe located at 200-A John Knox Road Tallahassee, FL 32303

_____ as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



March 19, 1998

Date

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1313 N. Market Street, Wilmington, DE 19801 (302) 575-0440

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