



Law Offices

Lamont & Neiman, P.A.

P980000041716

ROBERT S. LAMONT
JAN S. NEIMAN *
ELLEN BETH BELLET
GREGORY M. NORDT
ROBERT L. RUBIN
BARBARA LANDAU

MIAMI OFFICE
ONE BISCAYNE TOWER • SUITE 3550
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 530-9400
FAX (305) 530-9409

BOCA RATON OFFICE
980 NORTH FEDERAL HIGHWAY
SUITE 440
BOCA RATON, FLORIDA 33432
(561) 391-1266
MIAMI LINE (305) 358-5710

Reply to: Miami Office

May 4, 1998

Secretary of State of Florida
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32301

Federal Express

Re: Articles of Incorporation
RMS Management Corporation

300002511923--8
-05/05/98--01132--004
****131.25 ****131.25

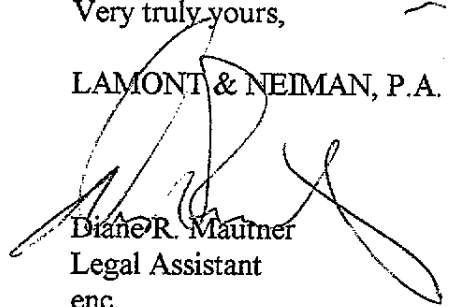
Gentlemen:

Enclosed, please find Articles of Incorporation for RMS Management Corporation. Also enclosed, please find our cost check of \$131.25.

Please return the Certificate and certified copy of the Articles to us in the pre-addressed stamped envelope enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Mautner
Legal Assistant
enc.

GAWPDOCS8DRM8JUSNS-S-RMS5.98

DMC
5/8/98

FILED
98 MAY -5 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RMS MANAGEMENT CORPORATION
a Florida Corporation**

FILED
98 MAY -5 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

RMS MANAGEMENT CORPORATION

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: LAMONT & NEIMAN, P.A.

INITIAL REGISTERED OFFICE: One Biscayne Tower
Suite 3550
Two South Biscayne Boulevard
Miami, Florida 33131

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

LAMONT & NEIMAN, P.A.

By: _____

Jan S. Neiman, Secretary

FILED
98 MAY -5 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE VIII
INITIAL DIRECTORS**

The name and address of the initial member of the Board of Directors are:

Robert Zankl
22216 Ensenada Way
Boca Raton, Florida 33433

**ARTICLE IX
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X
PRINCIPAL OFFICE**

The principal office of the corporation is:

22216 Ensenada Way
Boca Raton, Florida 33433

**ARTICLE XI
MAILING ADDRESS**

The mailing address of the corporation is:

22216 Ensenada Way
Boca Raton, Florida 33433

**ARTICLES XII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII
INCORPORATOR**


The name and address of the Incorporator executing these Articles of Incorporation is:

Jan S. Neiman
One Biscayne Tower, #3550
Two South Biscayne Boulevard
Miami, Florida 33131

**ARTICLE XIV
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 4 day of May, 1998.



Jan S. Neiman
Incorporator