

P98000048199

May 22, 1998

Corporate Records Bureau
Divisions of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

400002536484--1
-05/27/98-01048-005
***122.50 ***122.50

RE: RGM Limited, Inc.

Gentlemen:

Enclosed herewith please find two (2) originals of Articles of Incorporation for the above corporation. Also enclosed is our check, in the amount of \$122.50, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

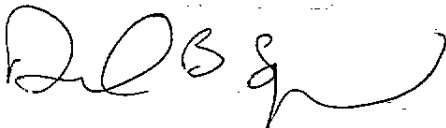
TOTAL FEES \$122.50

EFFECTIVE DATE

6-1-98

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,



David B. Spiegel
% A-1 Accounting Enterprises, Inc.
200 S. Washington Blvd., Suite #10
Sarasota, FL 34236

Enclosures
DBS:jkd

FILED
98 MAY 27 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/15-29-98

ARTICLES OF INCORPORATION

OF

RGM LIMITED, INC.

FILED
98 MAY 27 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

EFFECTIVE DATE

6-1-98

The name of the corporation shall be RGM Limited, Inc. The principal place of business of this corporation shall be: 1230 East Ave, Sarasota, FL 34236.

ARTICLE II - PURPOSE(S)

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each having a par value of One Dollar (\$1.00).

ARTICLE IV - EXISTENCE

The effective date of this corporation shall be June 1, 1998 and this corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

NAME

David A. Fleeman

ADDRESS

7876 S. Leewynn Place
Sarasota, FL 34240

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7876 S. Leewynn Place, Sarasota, FL 34240 and the name of the initial registered agent of this corporation at that address is David A. Fleeman.

ARTICLES VII - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation is(are): David A. Fleeman, 7876 S. Leewynn Place, Sarasota, FL 34240

ARTICLE VIII - BY-LAWS

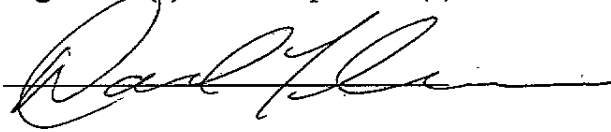
The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 22 day of MAY, 19 78.

Signature(s) of Incorporator(s)

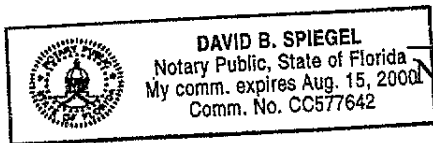


STATE OF FLORIDA

COUNTY OF SAFARUSA

THE FOREGOING instrument was acknowledged and sworn to before me this
22 day of may, 19 98, by DAVID A FLEEMAN
David A. Fleeman

of RGM Limited, Inc.



David B Spiegel
Notary Public

My Commission Expires: _____

(SEAL)

CONSENT OF RESIDENT AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

David A. Fleeman
David A. Fleeman

EFFECTIVE DATE

6-1-98

FILED
98 MAY 27 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA