

Lorraine F. Reynolds
Tax Accountant
P.O.B. 540175
Greenacres, FL 33454-0175

998000051470

MARCH 14, 1998

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-05/28/98--01064--001
****122.50 ****122.50

SECRETARY OF STATE
DIVISION OF CORPORATIONS
THE CAPITAL
TALLAHASSEE, FLORIDA 32302

RE: REM, INC.

GENTLEMEN:

ATTACHED ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION OF THE ABOVE REFERENCED CORPORATION.

ALSO ATTACHED IS A CHECK FOR \$ 122.50 TO COVER THE COST OF
THE FOLLOWING:

FILING FEE	\$ 35.00
CERTIFIED COPY	52.50
REGISTERED AGENT FEE	35.00

TOTAL \$ 122.50

THANK YOU FOR YOUR ATTENTION CONCERNING THIS MATTER.

VERY TRULY YOURS

Lorraine F. Reynolds
LORRAINE F. REYNOLDS
LORRAINE F. REYNOLDS P.A.

CC: REM, INC.
ATTACHMENT: CHECK # 1012

F. CHESSEY JUN 9 1998

FILED
98 JUN -5 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 72391
2544



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

LORRAINE F REYNOLDS TAX ACCOUNTANT
P O BOX 540175
GREENACRES, FL 33454-0175

SUBJECT: REM, INC.
Ref. Number: W98000012391

Re-submitted
6-1-98
RE-RECEIVED
JUN -5 AM 10:17
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

We have received your document for REM, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 398A00030543

ARTICLES OF INCORPORATION

OF

REM, INC.

RE MARKETING, INC.

THE UNDERSIGNED SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, DOES HEREBY FORM THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLES 1: NAME

THE NAME OF THIS CORPORATION IS : REM, INC. → *RE MARKETING, INC.*

ARTICLE II; PURPOSE

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III: CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF COMMON STOCK VALUED AT ONE DOLLAR (\$ 1.00) PAR VALUE.

ARTICLE IV: PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER, UPON SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF, (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUE OF FRACTIONAL SHARES) AT THE PRICE WHICH IT IS OFFERED TO OTHERS.

ARTICLE V: REGISTERED AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS :

RICHARD D. MAY
6809 BARNWELL DRIVE
BOYNTON BEACH, FLORIDA 33437

ARTICLE VI: CORPORATION ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS:

6809 BARNWELL DRIVE
BOYNTON BEACH, FLORIDA 33437

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE VII: BOARD OF DIRECTORS

THERE WILL BE NO BOARD OF DIRECTORS FOR THIS CORPORATION.
THE CORPORATION WILL BE RUN SOLEY BY ITS SHAREHOLDERS.

ARTICLE VIII: INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL SIGNING THESE
ARTICLES OF INCORPORATION IS:

RICHARD D. MAY
6809 BARNWELL DRIVE
BOYNTON BEACH, FLORIDA 33437

ARTICLE IX: BY LAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL THE BY-LAWS
SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE X: RESTRICTION ON STOCK TRANSFER

SHARES HELD BY THE INITIAL SHAREHOLDER MAY NOT BE RESOLD OR
OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES
ARE FIRST OFFERED TO THIS CORPORATION. THE PRICE AND TERMS
AT WHICH, AND THE TIME WITHIN SUCH SHARES MAY BE SOLD, SHALL
BE FURTHER SPECIFIED BY WRITTEN AGREEMENT BETWEEN THE
SHAREHOLDER AND THIS CORPORATION.

ARTICLE XI: INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR FORMER
OFFICER TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XII: AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION OR
ANY OTHER AMENDMENT HERETO AND RIGHT CONFERRED UPON THE
SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XIII: INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN
BUSINESS IS ONE THOUSAND DOLLARS (\$ 1000.00)

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION.

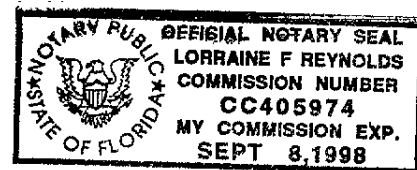
Richard D. May 3/14/98
RICHARD D. MAY DATE

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED THE NAMED INDIVIDUAL, SET FORTH AS THE
SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, WHO IS
PERSONALLY KNOWN TO ME, AND KNOWN BY ME TO HAVE EXECUTED
SAME.

IN WITNESS WHEREOF, I HAVE SET MY HAND, AND AFFIXED MY
OFFICIAL SEAL IN THE STATE OF FLORIDA, COUNTY OF PALM BEACH,
THIS 14TH DAY OF MARCH 1998.

Lorraine F. Reynolds 3-14-98
NOTARY PUBLIC STATE OF FLORIDA DATE



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

RE MARKETING, INC. THE UNDERSIGNED, BEING APPOINTED AS REGISTERED AGENT OF
REM, INC. ACCEPTS THE APPOINTMENT AS REGISTERED AGENT
SIMULTANEOUSLY WITH BEING DESIGNATED AS SUCH REGISTERED
AGENT.

Richard D. May 3/14/98
RICHARD D. MAY DATE

FILED
98 JUN -5 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA