

The Law Offices of Timothy M. Doud
A Limited Company

*7850 Ulmerton Rd., Ste. 7B, Largo, FL 33771 ♦ (813) 535-8344
1133 4th St., Ste. 200, Sarasota, FL 34236 ♦ (941) 954-8651
6014 U.S. Hwy. 19 N., Ste. 101, New Port Richey, FL 34652 ♦ (813) 842-3636
210 W. Platt Street, Tampa, FL 33606 ♦ (813) 250-9042

P98000065647

REPLY TO:

7850 Ulmerton Rd. Ste. 7B
Largo, FL 33771

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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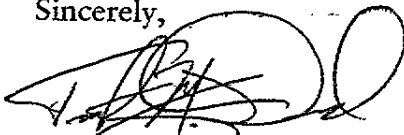
Re: THE NEW REM COMPANY

Gentlemen,

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also find enclosed my firms check for \$ 122.50 representing payment of Filing fees and cost of certified copy.

Please file the enclosed articles and return a certified copy to me at the address shown above.

Sincerely,



Timothy M. Doud, Esq.

FILED
98 JUL 27 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-16521

TS

*Principal Office Location

T. SMITH JUL 27 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 21, 1998

TIMOTHY M. DOUD, ESQ.
7850 ULMERTON RD., STE. 7B
LARGO, FL 33771

SUBJECT: THE NEW REM COMPANY
Ref. Number: W98000016521

We have received your document for THE NEW REM COMPANY 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 document must have original signatures.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 698A00038551

ARTICLES OF INCORPORATION
OF
THE NEW REM COMPANY

ARTICLE I
CORPORATE NAME

The name of this corporation is: THE NEW REM COMPANY

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 (One Hundred) shares of common stock having a par value of \$ 10.00 (Ten Dollars) per share.

Note: Par value shares may be issued only for a consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and non assessable.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon the filing of these articles of incorporation.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Timothy M. Doud, Esq.
The Law Offices of Timothy M. Doud
A Limited Company
7850 Ulmerton Rd. Ste. 7B
Largo, Florida 33771

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The initial office shall be located at:

614 -D Spring Lakes Blvd.
Bradenton, Florida 34210

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII
INITIAL DIRECTOR**

The name of the initial director of this Corporation and her street address is:

Roswitha Mann
614- D Spring Lakes Blvd.
Bradenton, Florida 34210

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor(s) are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Roswitha Mann
614- D Spring Lakes Blvd.
Bradenton, Florida 34210

**ARTICLE IX
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the

stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 27 day of May, 1998.

Roswita Kraus
Incorporator

STATE OF FLORIDA }
COUNTY OF SARASOTA }

BEFORE ME, a Notary Public, personally appeared, to me known or identified to me by Fl Drivers License to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation this 27 day of May, 1998.

[Signature]
Notary Public


TIMOTHY M. DOUD
COMMISSION # CC592302
EXPIRES OCT 10, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

THE REM COMPANY


I, TIMOTHY M. DOUD, ESQ., 7850 Ulmerton Rd. Ste. 7B, Largo, Florida
33771 hereby accept appointment as registered agent for The REM Company.

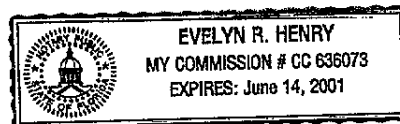
I am familiar with and accept the duties and responsibilities as Registered Agent
for said corporation.


Registered Agent

STATE OF FLORIDA
COUNTY OF Pinellas

BEFORE ME appeared Timothy M. Doud, Esq., to me well known and executed the
foregoing this 2nd day of June, 1998.


Notary Public



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98 JUL 27 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA