

P 98000073443
LAW OFFICES
KLAYMAN, THOMPSON, KONTOS & JOHNSON

SUNTREE PROFESSIONAL CENTER
SUITE SIX
6550 NORTH WICKHAM ROAD
MELBOURNE, FLORIDA 32940

GRETCHEN K. KLAYMAN, P.A.
JEFFREY G. THOMPSON, P.A.
JAMES G. KONTOS, P.A.
WILLIAM A. JOHNSON, P.A.

TELEPHONE
(407) 242-9777
(407) 253-1667
FACSIMILE
(407) 242-9554

600002620536--3
-08/20/98--01018--001
****122.50 ****122.50

August 17, 1998

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

Dear Sir or Madam:

Please file the enclosed articles of incorporation. The filing fee of \$122.50 is included. After filing, please return the articles to this office.

Thank you for your cooperation.

Sincerely,



William A. Johnson

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 2:15

B. BROWN AUG 21 1998

ARTICLES OF INCORPORATION
OF
RMK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 2:15

The undersigned subscriber to these articles of incorporation adopt these articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

ARTICLE I
Name

The name of the corporation is **RMK, Inc.**

ARTICLE II
Principal Office

The initial principal office and mailing address of this corporation are

2885 Electronics Drive
Suite C-1
Melbourne, FL 32935

ARTICLE III
Purpose

The corporation may engage in any activity or business permitted under the laws of the United States and this state.

ARTICLE IV
Terms of Existence

The corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V
Capital Stock

The capital stock of the corporation shall be 1,000 shares of common stock having a par value of \$0.01 per share. Each share of common stock shall have one (1) vote.

ARTICLE VI
Registered Office and Agent

The name and address of the initial registered office of this corporation is:

Richard M. Krauss
2885 Electronics Drive
Suite C-1
Melbourne, FL 32935

ARTICLE VII
Board of Directors

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Richard M. Krauss	President/ Secretary/Treasurer	33 Coddington Avenue Hopelawn, NJ 08861
-------------------	-----------------------------------	--

ARTICLE VIII
Officer

The name and address of the initial officer of the corporation, who hold office until his successor is duly elected and qualified is:

Richard M. Krauss	President/ Secretary/Treasurer	33 Coddington Avenue Hopelawn, NJ 08861
-------------------	-----------------------------------	--

ARTICLE IX
Subscriber

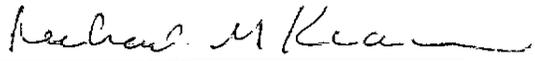
The name and address of the person signing these articles of incorporation as a subscriber is:

Richard M. Krauss	President/ Secretary/Treasurer	33 Coddington Avenue Hopelawn, NJ 08861
-------------------	-----------------------------------	--

ARTICLE X
Amendment

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on 8-12-98


RICHARD M. KRAUSS

STATE OF N.J.
COUNTY OF MIDDLESEX

The foregoing articles of incorporation were acknowledged before me on 8-12-98 by Richard M. Krauss.


Notary Public
My Commission Expires:
(Seal)

RALPH H. WINTER
NOTARY PUBLIC, State of New Jersey
Commission Expires February 21, 2000

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 2:16

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Richard M. Keane
RESIDENT AGENT

STATE OF N.J.)
COUNTY OF MIDDLESEX) SS

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Richard M. Keane, known to me personally and to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the above acceptance of designation as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18 day of August, 1998.

[Signature]
SIGNATURE OF NOTARY PUBLIC

RALPH H. WINTER
NOTARY PUBLIC, State of New Jersey
Commission Expires February 21, 2000

Typed Name of Notary RALPH H. WINTER
Address: _____
605 KING GEORGES POST ROAD
FORDS, NEW JERSEY 08863

My commission expires: