

THE LAW OFFICE OF
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JAMES B. LYON
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October 6, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400002660244--7
-10/09/98--01043--020
*****70.00 *****70.00

Re: Articles of Incorporation for R.M.S.R. Group, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing with the Florida Department of State in the above referenced matter along with my check in the amount of seventy dollars (\$70.00) for filing fees. Please return a copy of the filed Articles to me in the enclosed self addressed stamped envelope.

Thank you.

Very truly yours,

James B. Lyon

JBL:gc
Enclosures

FILED
OCT-9 1998
TALLAHASSEE, FLORIDA

CP
10-12-98
H

ARTICLES OF INCORPORATION
OF
THE R.S.M.R. GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

FILED
98 OCT -9 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is THE R.S.M.R. GROUP, INC.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of this Corporation shall be: 21326 Gosier Way, Boca Raton, Florida 33428.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 21326 Gosier Way, Boca Raton, Florida 33428 and the name of the initial registered agent of this Corporation at that address is Allan E. Bleacher.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of the stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Allan E. Bleacher, 21326 Gosier Way, Boca Raton, Florida 33428

ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these Articles is: Allan E. Bleecher, 21326 Gosier Way, Boca Raton, Florida 33428.

ARTICLE VIII-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any provision 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, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: October 7, 1998


Allan E. Bleecher, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

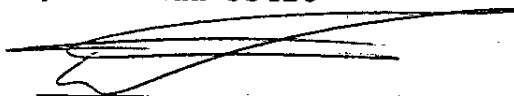
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

THE R.S.M.R. GROUP, INC.

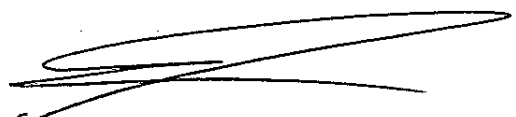
2. The name and address of the registered agent and office:

Allan E. Bleecher
21326 Gosier Way
Boca Raton, Florida 33428


Allan E. Bleecher, Incorporator

Date: 10/7/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Allan E. Bleecher

DATE: 10/7/98

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA