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LAW OFFICES  
**Cox & REYNOLDS**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
SAVINGS OF AMERICA BUILDING, 10TH FLOOR  
4875 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33308  
TELEPHONE (954) 491-5220  
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FILED  
98 DEC 18 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 15, 1998

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-12/18/98-01057-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

**RE: RMB CONSTRUCTION AND DEVELOPMENT, INC.**

Dear Sir/Madame:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for RMB Construction and Development, Inc., together with your filing fee of \$70.00. I have also provided an additional copy of each document and a self addressed stamped envelope for your convenience.

Enclosed is also a copy of the first Articles of Incorporation for R.M.B., Inc., filed on behalf of our client which you returned to us without processing. However, we did not receive the refund check for \$70.00 for this initial attempt to file. Please forward your refund of the \$70.00 to this office at your earliest opportunity.

Thank you for your attention to this matter.

Sincerely,



DOUGLAS H. REYNOLDS

DHR/cv  
Enclosures

cc: Teala Mingoia (w/encs.)

P. Hall

DEC 23 1998

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**ARTICLES OF INCORPORATION**

of

**RMB CONSTRUCTION AND DEVELOPMENT, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE I**  
**CORPORATE NAME AND PRINCIPAL ADDRESS**

The name of this Corporation is RMB CONSTRUCTION AND DEVELOPMENT, INC.  
The principal address of the corporation is 12080 Tara Drive, Plantation, Florida, 33325.

**ARTICLE II**  
**PURPOSE**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE III**  
**DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV**  
**CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1000.  
Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V  
PREEMPTIVE RIGHTS

Every shareholder, upon the 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS  
AND OFFICERS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws but never shall be less than one. The name and address of the initial director, vice president secretary and treasurer of this corporation is:

<u>DESIGNATION</u>	<u>NAME</u>	<u>ADDRESS</u>
President/Director	Teala Mingoia	12080 Tara Drive
VicePresident/Treasurer/ Secretary		Plantation, Florida 33325

ARTICLE VII  
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Teala Mingoia	12080 Tara Drive Plantation, Florida 33325

ARTICLE VIII  
INDEMNIFICATION

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

ARTICLE IX  
BY- LAWS

The initial director shall submit bylaws to the shareholder at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote, the internal affairs of the corporation are to be regulated and managed in accordance with the by-laws. The power to alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI  
DISSOLUTION


The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payments of all debts of the corporation, be distributed to the shareholders pro rata, each

shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

ARTICLE XII  
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 4875 North Federal Highway, Tenth Floor, Ft. Lauderdale, Florida, 33308, and the name of its registered agent at said address shall be DOUGLAS H. REYNOLDS.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 9 day of December, 1998.


  
TEALA MINGOIA  
President/Director, Vice-President  
Secretary, Treasurer

STATE OF FLORIDA     )  
                                      )  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Teala Mingoia, who is known to me or who presented a current Florida Driver's license as identification, and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

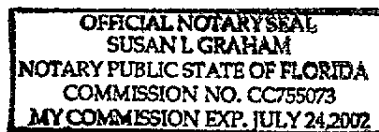
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of December, 1998.

FL DR LIC#  
H520-812-61-827-0

  
Notary Public, State of Florida

My Commission Expires:

July 24, 2002



FILED

ACCEPTANCE OF REGISTERED AGENT PURSUANT 98 DEC 18 AM 8:44  
TO  
SECTIONS 607.0202 (1)(f) and 607.0501, FLA. STAT. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On this 15<sup>th</sup> day of December 3, 1998, the undersigned individual, who resides in the State of Florida and whose business office is identical with the registered agent's office for the corporation RMB CONSTRUCTION AND DEVELOPMENT, INC., hereby accepts the appointment as the registered agent for RMB CONSTRUCTION AND DEVELOPMENT, INC., and acknowledges that he is familiar with, and accepts, the obligations of that position.

BY:

  
DOUGLAS H. REYNOLDS  
Registered Agent

State of Florida       )  
                              )ss:  
County of Broward    )

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Douglas H. Reynolds, who is known to me or who presented a current Florida driver's license as identification, and who executed the foregoing Acceptance of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 15<sup>th</sup> day of December, 1998.

\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida

My Commission Expires: