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TRANSMITTAL LETTER

Department of State Division of Corporations PO Box 6327 Tallahassee, Florida 32314

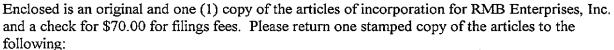
Subject:

Incorporation of RMB Enterprises, Inc.

Please Incorporate ASAP for January 1, 1999 if possible

Date:

December 29, 1998



Sandra Kritch First American Financial Services, Inc. 26340 US 19 N Clearwater, Florida 33716 727- 726-5529 100002729641--6 -01/04/99--01131--001 ******70.00 ******70.00



ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is RMB Enterprises, Inc.

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ARTICLE TWO

Duration

The duration of the Corporation is perpetual.

ARTICLE THREE

<u>Purpose</u>

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is (1000) all of which shall be common shares with a par value of One Dollar.

ARTICLE FIVE

Registered-Office

The street address of the initial registered office of the Corporation is Court Palm Harbor, Florida 34684 and the name of the initial Registered Agent at such address is Bridget M.Sossi.

ARTICLE SIX

Directors

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

ARTICLE SEVEN

Incorporators

The name and address of the Incorporator is:

Joseph M.. Kritch First American Financial Services, Inc 26340 US 19 N Clearwater, Florida 33761

Incorporator: Jasepa M Kutcl

Date: 12-29-98

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CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that RMB Enterprises, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business at 2710 14th Court Palm Harbor, Florida 34684 named Bridget M. Sossi located at 2710 14th Court Palm Harbor, Florida 34684 its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statues relative to the proper and complete performance of my duties.

DATED:

This 29thday of December, 1998

Registered Agent

SECRETARY OF STATE DIVISION OF CORPORATIONS