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Nancy A. Rossman, Attorney At Law

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Orlando, Florida 32835  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 JAN 13 PM 3:27

VIA AIRBORNE EXPRESS

January 7, 1999

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\*\*\*\*122.50 \*\*\*\*\*78.75

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

Re: Welch Development, Inc. and RSS DEVELOPMENT, INC.

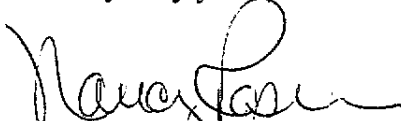
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above referenced corporation. Please file the Articles with the Florida Secretary of State and return the certified copy of said Articles to the undersigned in the envelope provided for your convenience. Also enclosed is our check in the amount of \$122.50 for each of the above referenced companies to cover the costs of filing as follows:

\$35.00	Articles of Incorporation Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy of Articles of Incorporation

Thank you for your prompt attention to this matter. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Nancy A. Rossman

Enclosures

 GAVE

AUTHORIZATION BY PHONE TO

CORRECT Art. I

DATE 1/15/99

DOC. EXAM Doris Brown

ARTICLES OF INCORPORATION  
OF

RSS DEVELOPMENT, INC.

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The undersigned, acting as sole incorporator, desiring to form a Corporation, for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the Corporation (the "Corporation") shall be RSS DEVELOPMENT, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

(1) The general purposes for which the Corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, ware, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the Corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance, association, cooperative association, fraternal benefit society, state fair, or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of share of capital stock that the Corporation is authorized to issue and have outstanding is ONE HUNDRED THOUSAND (100,000) shares, which shall be designated as Common Shares with a par value of (\$.01) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE, PRINCIPAL PLACE OF  
BUSINESS AND REGISTERED AGENT**

The initial street address of the registered office of the Corporation in the State of Florida and the principal place of business for the Corporation is 6355 MetroWest Blvd, Suite 330, Orlando, Florida, 32835. The name of the initial registered agent of the Corporation at such address is Nancy A. Rossman.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of the corporation shall be two (2)
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

Name	Address
Nancy A. Rossman	6355 MetroWest Blvd, Suite 330, Orlando, FL 32835
William M. Segal	1177 Louisiana Avenue, Suite 207 Winter Park, FL 32789

**ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Nancy A. Rossman	6355 MetroWest Blvd, Suite 330, Orlando, FL 32835

**ARTICLE VIII - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the Corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the

shareholders may adopt a By-Law which fixes, increases, or decreased the number of directors of the Corporation.

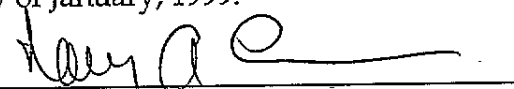
#### ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### ARTICLE X - INDEMNIFICATION

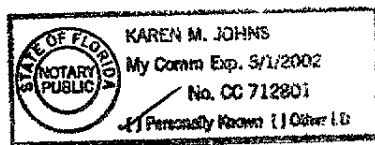
The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

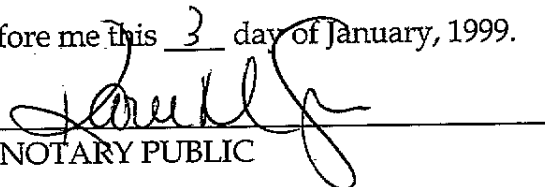
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 3 day of January, 1999.

  
Nancy A. Rossman

STATE OF FLORIDA     )  
                                  )S.S.:  
COUNTY OF ORANGE    )

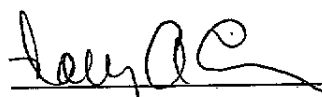
The foregoing instrument was acknowledged before me this 3 day of January, 1999.



  
NOTARY PUBLIC  
My Commission Expires:

#### ACCEPTANCE BY REGISTERED AGENT

The undersigned, Nancy A. Rossman, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligation imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

  
Nancy A. Rossman

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