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ROBERT J. BERTRAND
ATTORNEY AT LAW

April 19, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: RMC Holdings, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as RMC HOLDINGS, INC. Our search of the Secretary of State's On-Line Records indicate that the name RMC HOLDINGS, INC., is available for a new Florida corporation. After examination, please file the original of the Articles and return the duplicate to the undersigned duly certified to show the date of filing.

Please note that corporate existence is to commence as of the date of the execution and acknowledgment of the Articles.

Also enclosed is this firm's check in the amount of \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75

000002845060--9
-04/20/99-01053-003
*****78.75 *****78.75

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941) 284-2213. Thanking you for your usual cooperation, I am

Yours very truly,

Robert J. Bertrand

EFFECTIVE DATE
5-4-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -5 PM 3:56

FILED

RJB/mcd
Enclosures
xc: Mr. Alan S. J. Durant

LANE, TROHN, BERTRAND & VREELAND, P.A.

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A. H. LANE (RETIRED)

April 29, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: RMC Holdings, Inc.

Dear Sir or Madam:

First, I am returning the original of your letter dated April 23, 1999 together with the attachments. According to the information provided, the prior Florida corporation with the name RMC Holdings, Inc. was voluntary dissolved on December 28, 1998. If our computations are correct, the 120-day period expired on or about April 27, 1999.

In order to avoid any delay, I have also prepared, and you will find enclosed, the original and one copy of Articles of Incorporation for a new Florida corporation to be known as RMC Holdings, Inc. executed on April 29, 1999. After examination, please file the original of the Articles and return the duplicate to the undersigned duly certified to show the date of filing.

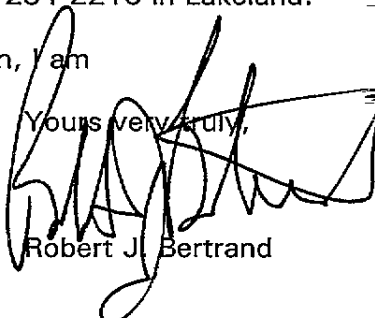
Please note that corporation existence is to commence as of the date of the execution and acknowledgment of the Articles, being April 29, 1999.

As confirmed in your letter of April 23, 1999, your office has received our check in the amount of \$78.75 to cover the filing fee of \$70.00 and the fee for the certified copy of \$8.75.

If there are any further questions concerning these Articles, I would certainly appreciate your telephoning me collect at 941/284-2213 in Lakeland.

Thanking you for your usual cooperation, I am

Yours very truly,



Robert J. Bertrand

RJB/mcd
Enclosures
xc: Mr. Alan S. J. Durant

LANE, TROHN, BERTRAND & VREELAND, P.A.

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WWW.LANETROHN.COM

ARTICLES OF INCORPORATION
OF
RMC HOLDINGS, INC.

FILED

99 MAY -5 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is RMC HOLDINGS, INC.

EFFECTIVE DATE

5-4-99

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 1 Decatur Towncenter, 150 East Ponce de Leon Avenue, Suite 450, Decatur, Georgia 30030, and the mailing address of this corporation is 1 Decatur Towncenter, 150 East Ponce de Leon Avenue, Suite 450, Decatur, Georgia 30030.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is One Lake Morton Drive, Lakeland, Florida 33801 and the name of the initial registered agent of this

corporation at that office is Robert J. Bertrand.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Alan S. J. Durant
1 Decatur Towncenter
150 East Ponce de Leon Avenue
Suite 450
Decatur, Georgia 30030

ARTICLE VIII - INCORPORATOR

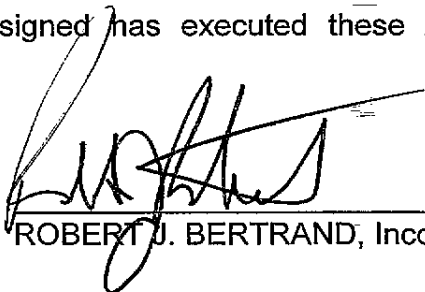
The name and address of the Incorporator is:

Robert J. Bertrand
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX - INDEMNIFICATION

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

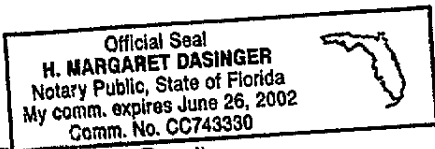
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of May, 1999.



ROBERT J. BERTRAND, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 4th day of May, 1999, by Robert J. Bertrand, who is personally known to me and who did not take an oath.



(Affix Notary Seal)

H. Margaret Dasinger
NOTARY PUBLIC
State of Florida at Large
Print name: H. Margaret Dasinger
My commission expires: June 26, 2002

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Robert J. Bertrand
ROBERT J. BERTRAND

DATE: May 4, 1999

FILED
99 MAY - 5 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA