

EFFECTIVE DATE
7-1-99

LAW OFFICES

P99000059233

WEST & FEINBERG, P.C.

RONALD D. WEST (MD, DC)
MARC R. FEINBERG (MD, DC, CT)
MICHAEL B. GLUCKSTERN (MD)
LAWRENCE S. STERN (MD)
STEVEN W. JACOBSON (MD, DC, GA)
JOE L. LEONE (MD, DC, FL, VA)
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FILED
99 JUN 28 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
WRITING DIRECT NUMBER 1

June 25, 1999

200002917462--8
-06/28/99--0116--012
*****122.50 *****78.75

VIA FEDEX

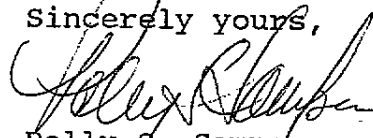
Office of the Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Rankin Management, Inc. - Our File No. 5886

Gentlemen:

I enclose for filing Articles of Incorporation for Rankin Management, Inc., along with our check in the amount of \$122.50 to cover the filing fee and one copy of the Articles. Please return the copy to me in the enclosed prepaid Fedex package.

Sincerely yours,


Polly S. Sampson
Corporate Paralegal

PSS:jre

Enclosures

VRE\LETTERS\RANKIN.FLA

C GALLMON-CASE JUN 30 1999

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ARTICLES OF INCORPORATION
OF
RANKIN MANAGEMENT, INC.

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

The undersigned, acting as incorporator of Rankin Management, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: RANKIN MANAGEMENT, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on July 1, 1999.

ARTICLE III - DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV - PURPOSE

The purposes for which the Corporation is organized is to provide management services and to transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of the Corporation is 2481 Del Lago Drive, Ft. Lauderdale, Florida 33316, and the name of the Corporation's initial registered agent at that address is Richard A. Rankin.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial director of the Corporation shall be Richard A. Rankin who shall serve in such

capacity until the first annual meeting of the stockholders, or until their successors are duly elected and qualified.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

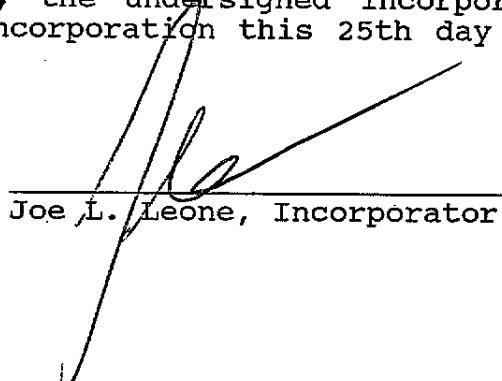
<u>Name</u>	<u>Address</u>
Joe L. Leone, Esq.	West & Feinberg, P.C. 4550 Montgomery Avenue Suite 775N Bethesda, Maryland 20814

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of June, 1999.

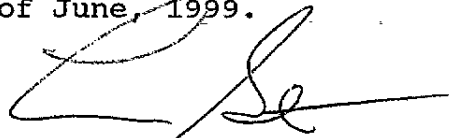


Joe L. Leone, Incorporator

STATE OF MARYLAND)
) SS:
COUNTY OF MONTGOMERY)

Before me, the undersigned authority, personally appeared Joe L. Leone, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Bethesda, Montgomery County, Maryland this 25th day of June, 1999.



Notary Public, State of Maryland
at Large

My Commission Expires:

LAWRENCE S. STERN
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires January 1, 2002

\\5886\\ARTICLES.INC

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Rankin Management, Inc. in the foregoing Articles of Incorporation I, on behalf of Rankin Management, Inc., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

Rankin Management, Inc.

Richard A Rankin
Richard A. Rankin

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