

P99000076166

August 19, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

FILED
99 AUG 23 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern:

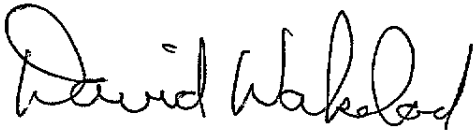
200002966842--S
-08/23/99-01104-013
****122.50 *****78.75

Enclosed is a check \$122.50 to file the articles of Incorporation for RSW Diversified, Inc.
and to have a certified copy of the Articles of Incorporation returned to me at:

David Wakeland
3064 54th Terrace SW
Naple, Fl. 34116

If you need any further information, please contact me at 941-353-5308.

Sincerely,



David Wakeland, President
A By The Number Accounting & Tax Service, Inc.

D. BROWN AUG 26 1999

ARTICLES OF INCORPORATION

OF

RSW DIVERSIFIED, INC.

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The undersigned subscribers, Richard Wheeler, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the proposed corporation is: RSW Diversified, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital which the corporation shall begin business is \$1,000.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located at 206 Ridge Drive., Naples, Florida, 34108. The corporation may have such other places of business within and without the State of Florida, or in foreign countries as may be necessary or convenient, as may be determined by the stockholders of the corporation.

ARTICLE VII

The number of directors of this corporation shall be one.

ARTICLE VIII

The name and mailing address of the first board of directors of this corporation who shall hold office for the first year of existence of the corporation or until his successor(s) is elected and qualified is:

Richard Wheeler
206 Ridge Drive
Naples, Florida 34108

ARTICLE IX

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of the shareholders, and not a Board of Directors. The relative rights, powers and duties of the shareholders shall be set forth in a Shareholders Agreement.

ARTICLE X

The name and address of the President, Vice-President, Secretary and Treasurer who shall hold office for the first year of existence of the corporation or until his successor elected is:

President/Treasurer
Vice President/
Secretary

Richard Wheeler
206 Ridge Drive
Naples, Florida 34108

ARTICLE XI

The registered office for the corporation in the State of Florida is to be located at 206 Ridge Drive, in the City of Naples, County of Collier, State of Florida. The registered agent in charge thereof is Richard Wheeler, located at 206 Ridge Drive, Naples, Florida 34108, County of Collier.

ARTICLE XII

The names and mailing addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard Wheeler	206 Ridge Drive Naples, Florida 34108

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of August, 1999.


Richard Wheeler

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

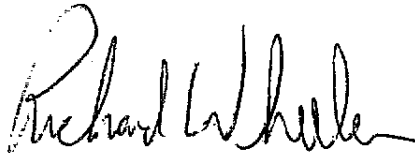
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST, RSW Diversified, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named Richard Wheeler, located at 206 Ridge Drive, Naples, Florida 34108, County of Collier as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I, Richard Wheeler, hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



Richard Wheeler