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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. R & C BROKERAGE & COMMERCE, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 00 OCT -6 11 10 AM '00
 TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 00 OCT -6 PM 1:42
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
R & C BROKERAGE & COMMERCE, INC.

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00 OCT -6 PM 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Article of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of the corporation shall be:
R & C BROKERAGE & COMMERCE, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, of the State of Florida.

ARTICLE III
PURPOSE AND POWERS

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Law and the laws of the United States of America and shall have all the powers set forth in said laws.

ARTICLE IV
CAPITAL STOCK

The amount of Capital Stock authorized shall consist of One Million (1,000,000) shares of common stock at no par value per share, payable in lawful money of the United States of America, or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this corporation.

**ARTICLE V
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than: Five Hundred Dollars (\$500.00).

**ARTICLE VI
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of this corporation is **13499 BISCAYNE BLVD SUITE M.3, MIAMI, FL. 33181-2029.**

The street address of the initial registered office of this corporation is: **25 S.E. 2 AVE # 410, MIAMI, FL. 33131** The name of the initial Registered Agent of this corporation at that address is: **JOSE M. VEGA**

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may either increase or decrease from time to time by action in accordance with the provisions of the by-laws.

The names and addresses of the initial Director of this corporation are : **JOSE SALVADOR HERRERA and BERNARDO EUGENIO MEDAL** of **13499 BISCAYNE BLVD., MIAMI, FL. 33181-2029**

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator of this corporation is: **JOSE M. VEGA**, of **25 S.E. 2 AVE # 410, MIAMI, FL. 33131**

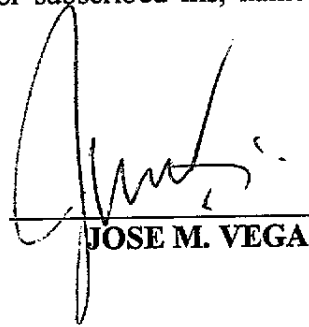
**ARTICLE IX
INDEMNIFICATION**

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

ARTICLE X
AMENDMENT

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained hereto, and any right conferred upon the Shareholders is subject to this reservations.

IN WITNESS WHEREOF, the above named incorporator subscribed his, name this **THIRD DAY OF OCTOBER OF 2000**



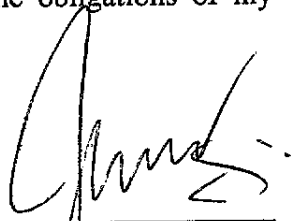
JOSE M. VEGA

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

Pursuant to the provisions of section 607.0501, *Florida Statutes*, the following is submitted : **R & C BROKERAGE & COMMERCE, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami, State of Florida, has named: **JOSE M. VEGA**, whose address is: **25 S.E. 2 AVE # 410, MIAMI, FL. 33131**. Agent to accept service of process within Florida.

Having been named as Registered Agent to accept services of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sign this **THIRD DAY OF OCTOBER OF 2000**



JOSE M. VEGA

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TALLAHASSEE FLORIDA