

P9500000 8703

FEB 01 1995 3:03 PM PUBLIC ACCESS SYSTEM
S 3:03 PM ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 00000
TALLAHASSEE, FL 32389
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000001335))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RCLD, INC.
FAX AUDIT NUMBER: H95000001335
DATE REQUESTED: 02/01/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 7
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:46:12
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000001335)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:17:

FILED
95 FEB -2 AM 10:24
TALLAHASSEE, FLORIDA

[Handwritten signature]

61 FEB -2 AM 8:19
RECEIVED

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95FEB-2 AM 10:24

FILED

ARTICLES OF INCORPORATION
OF
RCLD, INC.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is RCLD, INC.
The principal place of business and mailing address for the corporation is : 3990 Sheridan Street, Suite 104, Hollywood, Florida 33021.

ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having ten dollar (\$10.00) par value.

THIS INSTRUMENT PREPARED BY:
MAX M. HAGEN, ESQ.
HAGEN & HAGEN, P.A.
3990 Sheridan Street, #104
Hollywood, Florida 33021
Florida Bar No. 032722

H9500 000133 5

H9500 000133 5

ARTICLE IV
CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is:

3990 Sheridan Street, #104
Hollywood, Florida 33021

and the name of the initial registered agent at that address is:

MAX M. HAGEN

ARTICLE VI
NUMBER OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than four.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this Corporation are:

H9500001335

H9500001335

H9500001335

<u>NAME</u>	<u>ADDRESS</u>
RANDALL BENEDICT, President, Treasurer and Director	3990 Sheridan Street, Suite 104 Hollywood, Fl. 33021
COMBIL KRA, Vice President, Director	3990 Sheridan Street Suite 104 Hollywood, Fl. 33021
LLOYD BENEDICT, Secretary, Director	3990 Sheridan Street Suite 104 Hollywood, Fl. 33021
DELRIN DOWNS, Director	3990 Sheridan Street Suite 104 Hollywood, Fl. 33021

ARTICLE VIII

SUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
MAX M. HAGEN	3990 Sheridan Street Suite 104 Hollywood, Fl. 33021

ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

H9500001335

ARTICLE I

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 25 day of Jan., 1995.



(SEAL)

H9500000133 5

H9500000133 5

H95000001335

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me MAX M. HAGEN, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, County of Broward, State of Florida, this day of A.D., 1995

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

H95000001335

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT

WLD, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Hollywood, STATE OF FLORIDA,

HAS NAMED MAX N. HAGEN

LOCATED AT 3990 Sheridan Street, Suite 104
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE UNACCEPTABLE)

CITY OF Hollywood, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

David A. Benedict
(CORPORATE OFFICER)

TITLE

PRESIDENT

DATE

JANUARY 23, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Max N. Hagen
MAX N. HAGEN
RESIDENT AGENT

DATE

JANUARY 23, 1995

H9500001335

H9500001335