

TREE 96 FLORIDA DIVISION OF CORPORATIONS
 12:21:21 PUBLIC ACCESS SYSTEM ((H96000009995)) ELECTRONIC FILING COVER
 SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
 STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
 FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: THERESA ROMAN
 FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
 ((H96000009995)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: HQ HOLDINGS, INC. FAX AUDIT NUMBER: H96000009995 CURRENT
 STATUS: REQUESTED DATE REQUESTED: 07/18/1996 TIME REQUESTED:
 12:21:21 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
 PAGES: 4 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00
 ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
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 ((H96000009995)) ** ENTER 'M' FOR MENU. **

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How for pickup

FILED
 96 JUL 18 PM 2:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

A 7/18/96

JUL 18 1996
 904 385 6735
 CONTACT:

H9600009995

FILED
JUL 18 1996
MIRAMAR, FL

ARTICLES OF INCORPORATION
OF
RG HOLDINGS, INC.

THE UNDERSIGNED, Stuart A. Lipson, Esq. executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

- a. The name of this corporation shall be: RG HOLDINGS, INC.
- b. The mailing address of this corporation shall be at:

3600 S. State Road 7, Suite 303
Miramar, FL 33023

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

Stuart A. Lipson, Esq.
Fla. Bar No. 885770
28 W. Flagler St. #202
Miami, FL 33130
(305) 377-1464

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ARTICLE IV - CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 28 W. Flagler Street #202
Miami, FL 33130

Registered Agent: Stuart A. Lipson, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: Stuart A. Lipson, Esq.

ADDRESS: 28 W. Flagler Street #202
Miami, FL 33130

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

NAME: Stuart A. Lipson, Esq.
ADDRESS: 28 W. Flagler Street, #202
Miami, FL 33130

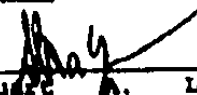
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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of July, 1996.

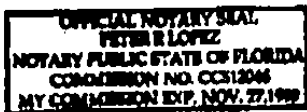


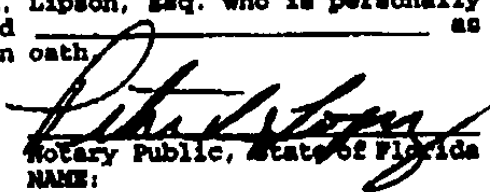
Stuart A. Lipson, Esq.,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Stuart A. Lipson, Esq., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of July, 1996, by Stuart A. Lipson, Esq. who is personally known to me or who has produced _____ as identification and who did take an oath




Notary Public, State of Florida
NAME:
ADDRESS
SUITE
Commission No.
My commission expires:

1960000995

19600009995

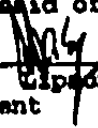
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First, that RG HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miramar, Broward County, State of Florida, has named Stuart A. Lipson, Esq., located at 28 W. Flagler Street, #202, Miami, FL 33130 as its agent to accept service of process within this state.

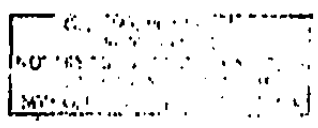
ACKNOWLEDGEMENT:

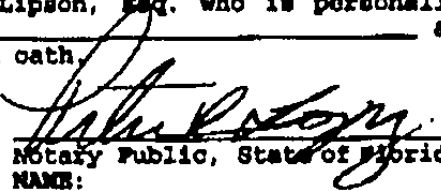
Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Stuart A. Lipson, Esq.,
Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of July, 1996, by Stuart A. Lipson, Esq. who is personally known to me or who has produced _____ as identification and who did take an oath.





Notary Public, State of Florida
NAME:
ADDRESS
SUITE
Commission No.:
My commission expires:

FILED
96 JUL 18 PM 2 15
SECRET
TALLAHASSEE

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P. 1

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FLORIDA DIVISION OF CORPORATIONS

12:14 PM PUBLIC ACCESS SYSTEM ((H96000011322))

ELECTRONIC FILING COVER

SHEET TO: DIVISION OF CORPORATIONS

FROM: FILINGS, INC. DEPARTMENT OF

STATE

3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET

FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399

CONTACT: TERESA ROMAN

FAX: (904) 922-4000

PHONE: (904) 305-6735 FAX: (904) 385-6761

((H96000011322))

DOCUMENT TYPE: BASIC AMENDMENT NAME: RG HOLDINGS,

INC. FAX AUDIT NUMBER: H96000011322

CURRENT STATUS: REQUESTED DATE

REQUESTED: 08/14/1996

TIME REQUESTED: 12:14:15 CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 1

METHOD OF DELIVERY:

MAIL ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 072720000101 Note:

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96 AUG 14 PM 12:47
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56 AUG 14 PM 4:32
DIVISION OF CORPORATIONS

N. HENDRICKS AUG 15 1996

Amend.

August 14, 1996

RO HOLDINGS, INC.
3600 B. STATE ROAD 7
SUITE 303
MIRAMAR, FL 33023

SUBJECT: RO HOLDINGS, INC.
REF: F96000060271

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

FAX Aud. #: H96000011322
Letter Number: B96A00038765

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
RG HOLDINGS, INC.

96 AUG 14 12:47
SECRETARY
TALLAHASSEE

Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607.1006, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation.

FIRST: The name of the corporation is: RG HOLDINGS, INC.

SECOND: The following amendment to the articles of incorporation was adopted by the corporation:

ARTICLE VII - BOARD OF DIRECTORS:

The Board of Directors shall consist of one (1) member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: Ronald Guichard
ADDRESS: 3600 S. State Road 7, Suite 303
Miramar, FL 33023

THIRD: The amendment was adopted by the Incorporator on the 9th day of August, 1996. Shareholder action was not required.

Dated: August 9, 1996

RG HOLDINGS, INC.

BY: [Signature]
STUART A. LIPSON, ESQ., Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared STUART A. LIPSON, ESQ., to me well known to be the person who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law that they made and subscribed the same for the purposes therein mentioned and set forth and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of August, 1996.

Stuart A. Lipson, Esq.
Fla. Bar No. 865770
28 W. Flagler St. #202
Miami, FL 33130
My Commission Expires:

[Signature]
Notary Public
NAME:

OFFICIAL NOTARY SEAL
PETER R. LIPSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0032706
MY COMMISSION EXPIRES NOV. 27, 1999

HP60000/1522