

# P0000005931

OFFICE USE ONLY

LAZARUS CORPORATE FILING SERVICE, INC.  
 (Requestor's Name)

3320 S.W. 87th AVENUE  
 (Address)

MIAMI, FLORIDA (305)552-5973  
 (City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

FILED

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

1. R.C. CORPORATION (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

00 JAN 18 AM 11:22

RECEIVED

DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

- Walk in   
  Pick up time 2:00   
  Certified Copy
- Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

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

W-1358

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

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7-00A-2646

Examiner's Initials

P-5931



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 18, 2000

LAZARUS

MIAMI, FL

SUBJECT: R.C. CORPORATION  
Ref. Number: W00000001358

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We have received your document for R.C. CORPORATION. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 400A00002347

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

ARTICLE I - NAME

The name of this corporation is: R.B.C. SERVICES CORPORATION

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSES

To engage in any or more of the business and execute any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000.00) shares of common stock ONE DOLLAR (\$1.00) par value which shall be designed "Common Shares".

Shares may be issued for such consideration as is determined for time to time by the stockholder.

This power, which is hereby reserved unto the stockholder by right, may and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board unless and until the stockholders by affirmative action communicate the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

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The consideration for the issuance or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property tangible or intangible, or in labour or services actually performed for the corporation. Shares may not be issued until the full payment of the consideration therefore has been paid. When payment of the corporation for which shares are to be issued shall have received by the corporation, such shares shall be deemed to fully paid and non-assessable.

#### ARTICLE V- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 825 BRICKELL BAY DRIVE, APT. 1550 MIAMI, FLORIDA 33131 and the name of the initial registered agent of this corporation is RAFAEL BENITEZ

#### ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation pecunilarly or otherwise interested in or are directors or officers of, such other corporation; and director in-  
dividually, or any firm which any director may be member, may be a party to, or may be pecunilarly or otherwise interested in any contract or transaction of the corporation, provided that the fact he or such firm is interested shall disclose or shall have been known to the Board of Driectors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so in-  
terested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and any vote thereat to authorize any such contract or transaction with the like and effect as if he were not such director or officer of such corporation or not so interested.

#### ARTICLE X- REMOVAL OF DIRECTOR

Any Director or entire Board of Director may be removed with or without cause, by a vote of the holders of a majority of the shares them entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for the purpose.

## ARTICLE XI-INCORPORATORS

The name and street address of each subscriber of the Articles of Incorporation is:

NAME	ADDRESS
RAFAEL BENITEZ	825 BRICKELL BAY DRIVE APT 1550 MIAMI, FLORIDA 33131

## ARTICLE XII- BY-LAWS

The power, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted laws made by them that such By-Laws shall not be altered amended or repealed by the Board of Directors.

## ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every admendment shall be provided by the Board of Directors, proposed by them to the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote hereon.

ARTICLE VIII-INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

NAME	ADDRESS
RAFAEL BENITEZ (P)	825 BRICKELL BAY DRIVE APT 1550 MIAMI, FLORIDA 33131

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as 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 having hereafter being a director or officer of the corporation, or by reason of any action alleged to have heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably provided that no person shall indemnified against, or be reimburse for, any expense incurred in connection with any claim liability as to which it shall be adjudged that such officer or director is able for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled not shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 14 day of JANUARY, 2000.

X Rafael Benitez  
INCORPORATOR

STATE OF FLORIDA)  
COUNTY OF DADE ) <sup>ss.:</sup> Miami-Dade

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally Rafael Benitez, known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of January, 2000.

Roberto Gervet  
NOTARY PUBLIC, State of Florida  
Large

My commission Dec. 2/2001

OFFICIAL NOTARY SEAL  
ROBERTO GERVET  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC699753  
MY COMMISSION EXP. DEC. 2, 2001

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:

THAT R.B.C. SERVICES CORPORATION  
(NAME OF CORPORATION)

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

STATE OF FLORIDA, HAS NAMED RAFAEL BENITEZ  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 825 BRICKELL BAY DRIVE APT 1550  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO  
(CITY)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE X Rafael Benitez  
(CORPORATE OFFICER)

TITLE President

DATE 1/14/2000

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 X Rafael Benitez  
(RESIDENT AGENT)

DATE 1/14/2000

CORP. 25  
1/1/76

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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