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**SABRINA CHASSAGNE, P.A.**

*Attorney and Counselor at Law*

*The White Building, Suite 208*

*One N.E. 2nd Avenue*

*Miami, Florida 33132*

*(305) 358-0005 Fax: (305) 358-5646*

February 22, 2000

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\*\*\*122.50 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Incorporation-R C & E Development, Inc.**

Dear Sir/Madame:

Enclosed please find Articles of Incorporation for R C & E Development, Inc. and the filing fee of \$122.50.

Please provide our office with a file stamped copy of the Articles of Incorporation. A self-addressed envelope is provided for your convenience.

Thank you for your cooperation. If you should have any questions, please do not hesitate to contact the undersigned.

Sincerely,

  
Sabrina Chassagne

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -2 PM 5:47

9/3/8/00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
R C & E DEVELOPMENT, INC.**

00 MAR -2 PM 5:47

The undersigned, acting as incorporator of R C & E Development, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is R C & E Development, Inc.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation by the Secretary of State, State of Florida.

**ARTICLE III. PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be 4300 N.E. 2nd Avenue, Miami, FL 33137

**ARTICLE IV. DURATION**

The corporation will exist perpetually.

**ARTICLE V. PURPOSE**

This corporation shall serve as holding company that may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the holding company is organized are as follows:

To invest in properties by purchasing and reselling real properties and provide private loan mortgages.

**ARTICLE VI. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at this time is 1000 shares of Class A common stock, having par value of \$1.00 per share. The consideration to be paid for each share of Class A common stock shall be fixed by the board of directors and may be paid in whole or in part in cash other property, tangible or intangible, or in labor or services actually performed for the

## **ARTICLE X. INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles Joseph	7200 S.W. 165 Street Miami, FL 33157

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins.

## **ARTICLE XI. CUMULATIVE VOTING**

Every shareholder having the right to vote at a meeting of shareholders shall be entitled , in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

## **ARTICLE XII. BYLAWS**

The power to adopt, alter, amend , or repeal bylaws shall be vested in the board of directors and shareholder, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

## **ARTICLE XIII. BYLAWS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is One N.E. 2nd Avenue, Suite 208, Miami, FL 33132 and the name of the corporation's initial registered agent at the address is **Sabrina Chassagne, Esq.**

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one(1) or more than five (5): The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Charles Joseph, President, Treasurer	7200 S.W. 165 Street Miami, FL 33157
Romel Barlatier, Vice President	13020 N.W. 17 Avenue Miami, FL 33168
Marie Elsie Joseph, Secretary	7200 S.W. 165 Street Miami, FL 33157

#### **ARTICLE IX. MANAGEMENT BY SHAREHOLDERS**

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The name and street addresses of the original shareholders are:

<u>Name</u>	<u>Address</u>
Charles Joseph Class A common stock- 750 shares	7200 S.W. 165 Street Miami, FL 33157
Romel Barlatier, Class A common stock 250 shares	13020 N.W. 17 Avenue Miami, FL 33168

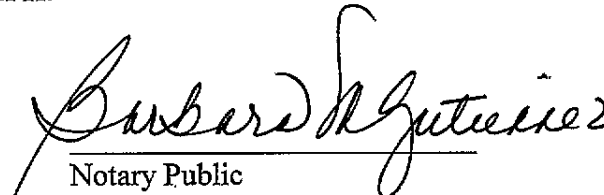
IN WITNESS WHEREOF, undersigned incorporator has executed these  
Articles of Incorporation this day 23 February, 2000.

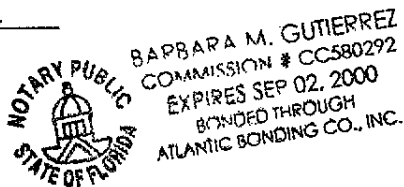
  
CHARLES JOSEPH

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me on this 23rd day  
of February, 2000, by CHARLES JOSEPH.

☒ Personal knowledge  
☒ Produced identification  
Type of identification: FL ID.

  
Notary Public  
State of Florida Large

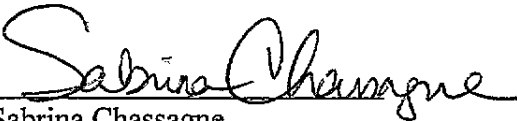


## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for RC & E Development Inc. the foregoing Articles of Incorporation, I, on behalf of RC & E Development, Inc. a Florida corporation, hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

SABRINA CHASSAGNE, REGISTERED AGENT

By:

  
Sabrina Chassagne

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -2 PM 5:47