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BAKST, CLOYD & BAKST, P.A.

ATTORNEYS AT LAW

DANIEL L. BAKST  
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BARRY P. GRUHER  
JOHN M. KOENIG, JR.  
JOHN H. REYNOLDS  
TINA M. TALARCHYK

March 16, 2000

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/20/00--01115--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: R.B.N. Consulting, Inc.

Dear Sirs:

Enclosed please find an original and two copies of Articles of Incorporation for R.B.N. Consulting, Inc., which I would appreciate your filing. A check in the amount of \$78.75 is enclosed for the filing fee and for a certified copy. A stamped, self-addressed envelope is also enclosed for your convenience in returning a stamped and certified copy of the filed Articles to me.

Your anticipated courtesies in this matter are greatly appreciated.

Respectfully yours,



**BARRY P. GRUHER**  
BPG/lsm

Enclosures

cc: Richard Blumenfeld  
Matt Lofgren

FILED  
00 MAR 20 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

MAILING ADDRESS

POST OFFICE DRAWER 3948 • WEST PALM BEACH, FL 33402-3948

STREET ADDRESS

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(561) 640-8000 • FAX (561) 640-6030

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300

**ARTICLES OF INCORPORATION**

**- OF -**

**R. B. N. CONSULTING, INC.**

FILED  
00 MAR 20 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this corporation is R.B.N. CONSULTING, INC. The business and mailing address of the Corporation is 7149 Woodmont Way, Tamarac, Florida 33321.

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE AND POWERS**

The general nature of business of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description. This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida and shall have all of the powers authorized under applicable law.

**ARTICLE IV - SHARES OF CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

## **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office for service of process of this corporation is 7149 Woodmont Way, Tamarac, Florida 33321, and the name of the initial registered agent of this corporation at that address is the address for Richard Blumenfeld.

## **ARTICLE VI - INITIAL OFFICERS AND BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two (2). The name and address of the initial officers and directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD BLUMENFELD Title: President, Treasurer and Director	7149 Woodmont Way Tamarac, Florida, 33321
MATT LOFGREN Title: Vice President, Secretary and Director	1605 Seagrape Way Hollywood, FL 33019

## **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD BLUMENFELD	7149 Woodmont Way Tamarac, Florida, 33321

## **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

## **ARTICLE IX - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

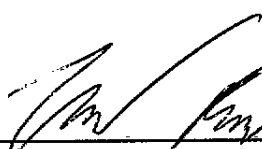
**ARTICLE X - INDEMNIFICATION**

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

**ARTICLE XI - AMENDMENT**

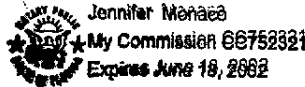
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of March, 2000.

  
\_\_\_\_\_  
RICHARD BLUMENFELD

STATE OF FLORIDA       )  
                                      )  
COUNTY OF BROWARD    )

THE FOREGOING INSTRUMENT was acknowledged before me this 10 day of March, 2000, by RICHARD BLUMENFELD, who is personally known to me, and who did/did not take an oath.



  
\_\_\_\_\_  
NOTARY PUBLIC

PRINT, TYPE OR STAMP NAME OF NOTARY

Personally known ✓  
or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**DESIGNATION OF REGISTERED AGENT**

Certificate Designating Place of Business or Domicile for the Service of Process

Within this State, Naming Agent Upon Whom Process May Be Served.

\*\*\*\*\*

**(Attached to the Articles of Incorporation of**

**R.B.N. CONSULTING, INC.**

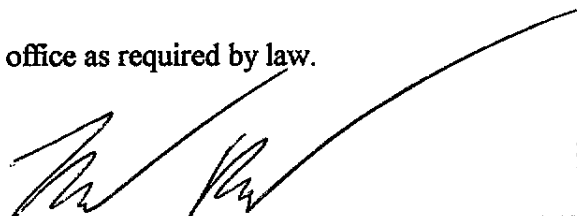
**and Made a Part Thereof)**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

**THAT, R.B.N. CONSULTING, INC.**, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Tamarac, County of Broward, State of Florida, has named, **RICHARD BLUMENFELD**, as its Registered Agent to accept service of process within this State.

**ACCEPTANCE**

**THAT**, I agree as Registered Agent to accept Service of Process; to keep an office open during prescribed hours under Florida law; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
**RICHARD BLUMENFELD**  
Registered Agent

FILED  
00 MAR 20 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA