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KEELEY, HAYES, DUDLEY, CAPPELLER & MEEKER

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

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RUSLEY C. MEEKER (1931-1995)

** Member of Florida New York
and New Jersey Bars

April 19, 2000

VIA FEDERAL EXPRESS AIRBILL

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 East Gaines St.
Tallahassee, Florida 32399

Re: RTC, INC.

500003216565--1
-04/20/00--01063--001
*****87.50 *****87.50

Dear Ladies and Gentlemen:

We have enclosed a check for \$87.50 made payable to the Department of State to cover the filing fee, certified copy, and certificate of status for the above referenced corporation.

We have also enclosed the original and one copy of ARTICLES OF INCORPORATION. Please send me a certified copy of the file and a certificate of status at the following address:

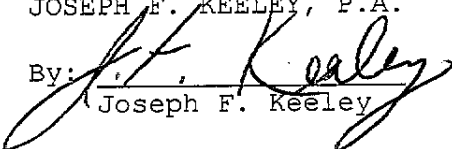
JOSEPH F. KEELEY, PA
2424 NORTH FEDERAL HIGHWAY; SUITE 314
BOCA RATON, FLORIDA 33431

EFFECTIVE DATE

4-19-00

Should you require any additional information from us, please call me at 561-392-4300. Thank you.

Very truly yours,
JOSEPH F. KEELEY, P.A.

By: 
Joseph F. Keeley

FILED
00 APR 20 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-24-00

ARTICLES OF INCORPORATION
OF

RTC, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is RTC, INC.

ARTICLE II

The existence of the Corporation shall begin on April 19, 2000

ARTICLE III

The street address of the principal office of the Corporation is:

304 Golfview Road; #207
North Palm Beach, Florida 33408

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Joseph F. Keeley, P.A., 2424 North Federal Highway, Suite 314, Boca Raton, Florida 33431. The initial registered agent for the Corporation at that address is Joseph F. Keeley.

FILED
00 APR 20 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

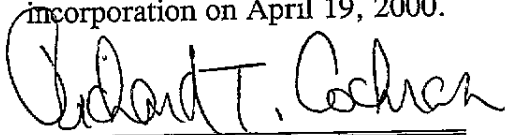
EFFECTIVE DATE
4-19-00

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Richard T. Cochran
304 Golfview Road, #207
North Palm Beach, Florida 33408

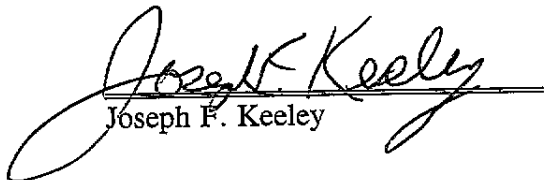
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on April 19, 2000.



Richard T. Cochran

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RTC, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).


Joseph F. Keeley

4/19/2000
Date