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April 18, 2000

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

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-04/20/00--01087--002
*****70.00 *****70.00

Re: RSM FINANCIAL CORPORATION

Dear Gentlemen:


Enclosed please find an original set of Articles of Incorporation along with one copy.

Also enclosed please find a check in the amount of \$70.00.

Please file the same forwarding a stamped copy to our office in the enclosed envelope.

Thank you for your consideration with regards to this matter. If you have any questions please do not hesitate to contact our office.

Sincerely,


Shirley A. Weller
Legal Secretary

enc(s)

FILED
00 APR 20 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gfc 4/25

**ARTICLES OF INCORPORATION
OF
RSM FINANCIAL CORPORATION**

FILED
00 APR 20 AM 7:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:

RSM FINANCIAL CORPORATION

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation in the State of Florida shall be 6462 Central Avenue, St. Petersburg, Florida 33707.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 shares at \$1.00 per share

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**RALPH MIZRAHI
6462 Central Avenue
St. Petersburg, FL 33707**

ARTICLE V - INCORPORATOR

The Name and street address of the incorporator to these Articles of Incorporation is:

RALPH MIZRAHI
6462 Central Avenue
St. Petersburg, FL 33707

The undersigned has executed these Articles of Incorporation this
12th day of April, 2000.



Signature Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: **RSM FINANCIAL CORPORATION**
2. The name and address of the registered agent and office is:

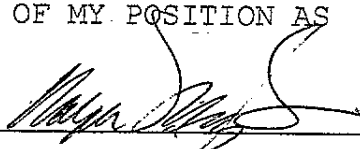
RALPH MIZRAHI
6462 CENTRAL AVENUE
ST. PETERSBURG, FL 33707

Signature 
(Corporate Officer)

Title President

Date 4-17-2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature 

Date 4-17-2003

FILED
00 APR 20 AM 7:25
SECTION OF STATE
TALLAHASSEE, FLORIDA