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FLORIDA PROFIT CORPORATION OR P.A.

r.s.d.w. inc.

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ARTICLES OF INCORPORATION
OF
R.S.D.W. INC.

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

Article
Name

The name of the corporation shall be:
R.S.D.W. INC.

Article II
ADDRESS

The principal office and mailing address of this corporation shall be 1230 NW 130TH STREET, MIAMI, FL, 33167.

Article III
NATURE OF BUSINESS

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

Article IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having par value of \$1 per share.

Article V
TERM OF EXISTENCE

This corporation is to exist perpetually.

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THE HENRIQUES GROUP, P.A.

1001 BRICKELL BAY DRIVE • SUITE 1710 • MIAMI, FLORIDA 33131 • TELEPHONE: 305-375-0075 • FAX: 305-375-0663

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Article VI
PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

Article VII
DIRECTORS

All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the corporation shall likewise be managed under the Board, subject to any limitation set forth in these Articles of Incorporation. The corporation shall have four Directors, initially. The names and street address are:

James Sparks
12005 N. Aviary Drive
Cooper City, Fl, 33026

Wyman Daniels
14820 Harrison Street
Miami, Fl, 33176

Warrick Roundtree
1230 NW 130th Street
Miami, Fl, 33167

Dwayne Edwards
1101 NW 58th Street
Miami, Fl, 33127

Article VIII
OFFICERS

The name and address of the officers of the corporation who shall hold office for the first year, or until their successors are elected or appointed are as follows:

Name

Office

James Sparks
Wyman Daniels
Dwayne Edwards
Warrick Roundtree

President
Vice-President
Treasurer
Corporate Secretary

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**Articles IX
INDEMNIFICATION**

The corporation shall indemnify and advance expenses to {to the fullest extent authorized or permitted by law}, any person made or threatened to be made, a party to any action, suit or proceeding, by reason of the fact that the person is or was an Officer or Director of the corporation or is or was serving at the request of the corporation, partnership, joint venture, trust, or other enterprise.

Unless otherwise expressly prohibited by law, and except as otherwise provided in the foregoing paragraph, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify or advance expenses to any person made or threatened to be made, a party to any action, suit or proceeding by reasons of the facts stated above.

**Article X
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation in the state of Florida is: 1230 NW 130th Street Miami, Fl, 33167 and the name of its initial registered agent at such address shall be Warrick Roundtree.

**Article XI
BY-LAWS**

The power to adopt, alter, amend, repeal, rescind or adopt new By-laws, shall be vested in the Board of Directors of this corporation, and shall be by majority vote. The By-Laws of this corporation shall be for the government of the corporation and may contain any provision or requirement for the corporation, provided that same is not inconsistent with the Articles of Incorporation nor contrary to the laws of this State or of the United States.

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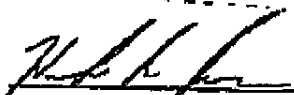
Article XII
AMENDMENTS

The Corporation, through its Board of Directors, reserves the right to amend, repeal, alter or change any provision contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by statute, and all rights and privileges conferred upon the Shareholders, officers and Directors are subject to this reservation.

Proposed amendments may be voted on at any annual meeting or special meeting by a two-thirds vote of the Shareholders present, provided that a full reading of the proposed changes (or a printed distribution of the same) shall have been made in connection with the call of the meeting. All amendments must be approved in writing by the Board of Directors before becoming effective.

Article XIII
INCORPORATORS

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



Warrick Roundtree
1230 NW 130th Street
Miami, Fl, 33167

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING REGISTERED
UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Florida Statutes 607.0501, the
following is submitted:

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THE HENRIQUES GROUP, P.A.

1001 BRICKELL BAY DRIVE • SUITE 1710 • MIAMI, FLORIDA 33131 • TELEPHONE: 305-375-0075 • FAX: 305-375-0663

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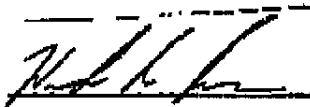
That R.S.D.W. INC., desiring to qualify under the laws of the State of Florida, with its principal place of business at 1230 NW 130th, Miami, Fl, 33167, has appointed Warrick Roundtree as its Registered Agent to accept Service of Process within the State of Florida.

ACCEPTANCE

Having been named as Registered agent and designated to accept service of process for the above named corporation at 1230 NW 130th, Miami, Fl, 33167.

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Dated this 5th day of June, 2000.



Warrick Roundtree

Articles Prepared by:
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