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**FLORIDA PROFIT CORPORATION OR P.A.**

**RM PALMS PLAZA GP, INC.**

Certificate of Status	0
Certified Copy	1
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6949.02

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**ARTICLES OF INCORPORATION  
OF  
RM PALMS PLAZA GP, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: RM PALMS PLAZA GP, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation 3325 S. University Drive, Suite 210, Davie, FL 33328.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

KENNETH P. WURTENBERGER, ESQ., FLA. BAR #177004  
Atlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301 Phone No.: (954) 763-1200

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**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$.001 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The street address of the initial registered office of the corporation is 3325 S. University Drive, Suite 210, Davie, FL 33328, and the name of its initial registered agent at such address is Barry Ross.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

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**ARTICLE VIII  
INITIAL DIRECTOR**

The names and addresses of the initial Directors of this Corporation are:

Barry Ross  
3325 S. University Drive, Suite 210  
Davie, FL 33328

William Marz  
3325 S. University Drive, Suite 210  
Davie, FL 33328

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Kenneth P. Wurtenberger, c/o Atlas Pearlman, P.A., 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 1<sup>st</sup> day of September, 2000.

  
\_\_\_\_\_  
Kenneth P. Wurtenberger, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

RM PALMS PLAZA GP, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 3325 S. University Drive, Suite 210, Davie, FL 33328, has named Barry Ross, 3325 S. University Drive, Suite 210, Davie, FL 33328, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Barry Ross

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