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**SEILER & SAUTTER**  
ATTORNEYS AND COUNSELORS AT LAW  
Suite 200  
2900 East Oakland Park Boulevard  
Fort Lauderdale, Florida 33306

FILED  
00 NOV 29 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Telephone (954) 568-2122  
Telecopier (954) 568-2152

C. Christian Sautter, Esquire  
John P. Seiler, Esquire

Kathleen K. Peña, Esquire

Richard J. Zaden, Esquire  
Of Counsel

November 13, 2000

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-11/29/00--01061--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Resource Capital Consultants, Inc.  
My File Number 00-152

Dear Sir or Madam:

Pursuant to Chapter 607 of the Florida Statutes, enclosed please find the following items, materials and documents which require your immediate attention:

- 1) original and one (1) copy of the "Articles of Incorporation of Resource Capital Consultants, Inc." dated November 13, 2000;
- 2) original and one (1) copy of the "Acceptance of Registered Agent Designated in Articles of Incorporation" dated November 16, 2000; and,
- 3) my law firm operating account check in the single, total sum of Seventy Eight and 75/100 (\$78.75) Dollars for the filing and processing fees, costs, expenses and charges.

Kindly accept, file and record the enclosed original Articles of Incorporation of Resource Capital Consultants, Inc. and, after acceptance and filing, please return a certified copy of same to my law firm at your earliest convenience.

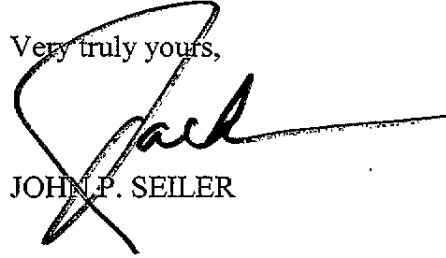
Thank you for your prompt attention to this matter and your anticipated cooperation with my request.

TSW 12/4/00

Florida Department of State  
November 13, 2000  
Page Two (2)

Should you have any questions or comments, please contact me immediately.

Very truly yours,

A handwritten signature in black ink, appearing to read "J. Seiler", with a long horizontal flourish extending to the right.

JOHN P. SEILER

JPS/l  
Enclosures  
cc: Max Arnold Christian, Jr.  
Christia/Letter1.doc

**ARTICLES OF INCORPORATION**  
**OF**  
**RESOURCE CAPITAL CONSULTANTS, INC.**

FILED  
00 NOV 29 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation pursuant to and under Chapter 607 of the Florida Statutes and the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be **Resource Capital Consultants, Inc.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

**ARTICLE III - TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to have outstanding one class designated as common stock. The maximum number of shares of common stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

**ARTICLE V - ADDRESS**

The street address of the initial registered office of the corporation in the State of Florida

shall be 2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of this corporation at that address is John P. Seiler, Esquire.

The street address of the principal office of the corporation shall be 1615 North East 4th Place, Fort Lauderdale, Florida 33301.


#### **ARTICLE VI - OFFICERS AND DIRECTORS**

This corporation shall have four (4) officers and one (1) director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successors are elected or appointed, is Max Arnold Christian, Jr., President; Max Arnold Christian, Jr., Vice President; Max Arnold Christian, Jr., Secretary; and Max Arnold Christian, Jr., Treasurer; with Max Arnold Christian, Jr., as Director, at 1615 North East 4th Place, Fort Lauderdale, Florida 33301.

#### **ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is: John P. Seiler, Esquire, Law Offices of Seiler & Sautter, 2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto executed these Articles of Incorporation this 13th day of November, 2000.

  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION**

FILED

NOV 29 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48 and 607 of the Florida Statutes, the undersigned, John P. Seiler, Esquire, having a business (law) office identical to and with the registered office of the above named corporation, and having been named and designated the Registered Agent of the above named corporation in the foregoing Articles of Incorporation, is familiar with and accepts the duties and obligations of the position of Registered Agent pursuant to and under Section 607.0505 of the Florida Statutes.

  
Registered Agent