

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P01000040922**

RPS Investment Corp Inc.

100004035631--2

-04/20/01--01063--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

X

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

Cert. Copy \_\_\_\_\_

X Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

FILED  
01 APR 23 PM 4:18  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
01 APR 20 AM 11:34  
DIVISION OF CORPORATION

J. BRYAN APR 20 2001

J. BRYAN APR 23 2001

W01-9008

Signature \_\_\_\_\_

Requested by: KC

4/20

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 20, 2001

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST., STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: RPS INVESTMENT CORP, INC.  
Ref. Number: W01000009008

*Resubmit*

We have received your document for RPS INVESTMENT CORP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan  
Document Specialist  
New Filing Section

Letter Number: 001A00023443

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**FILED**  
01 APR 23 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**GATEWAY RPS INVESTMENT CORP., INC.**

The undersigned, acting as incorporator, and for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this Corporation shall be ~~Gateway RPS Investment Corp., Inc.~~ and the initial address of it's principal place of business is 9800 4th Street North, St. Petersburg, FL 33702-2456.

**ARTICLE II  
TERM OF EXISTENCE**

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III  
PURPOSE**

The general purposes for which the corporation is organized are to transact any and all lawful business permitted under the laws of the State of Florida and the United States, and to do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV  
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

## **ARTICLE V POWERS**

The Corporation shall have all of the statutory powers of a Florida corporation:

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed, affixed, or in any other manner reproduced.
- d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

l) To make and alter By-Laws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

m) To make donations for the public welfare or for charitable, scientific or educational purposes.

n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

o) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

p) To have and exercise all powers necessary or convenient to effect its purposes.

## **ARTICLE VI DISSOLUTION**

The corporation may be dissolved on the unanimous recommendation of the board of directors at any special meeting called for that purpose, provided that at a majority of the members of the board are present at such meeting and provided that the holders of not more than forty-nine percent (49%) of the voting stock object to the dissolution in person or by written notice. A committee of at least 2 members shall be thereupon be elected by the board of directors to liquidate the assets of the corporation.

## **ARTICLE VII REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 9800 4th Street North, Suite 308, St. Petersburg, Florida 33702-2456, and the name of the registered agent of the Corporation at that address is **ROBYN P. SHERMA**.

**ARTICLE VIII  
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, and there shall be two (2) Directors initially. The number of Directors may be increased from time to time, by By-Laws of the Corporation, but shall never be less than two (2).

The Board of Directors shall elect the following officers, President, Vice President, Treasurer, and Secretary, and such other officers as the By-Laws of this Corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officer:

<b>NAME</b>	<b>ADDRESS</b>	<b>OFFICE</b>
<b>PAUL S. SHERMA</b>	9800 4th Street North, Suite 308 St. Petersburg, FL 33702-2456	President
<b>ROBYN S. SHERMA</b>	9800 4th Street North, Suite 308 St. Petersburg, FL 33702-2456	Secretary

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles (the Incorporator) is:

<b>NAME</b>	<b>ADDRESS</b>	
<b>ROBYN S. SHERMA</b>	9800 4th Street North, Suite 308 St. Petersburg, FL 33702-2456	Secretary

**ARTICLE X  
SPECIAL PROVISIONS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this Corporation.

**ARTICLE XI  
INDEMNIFICATION**

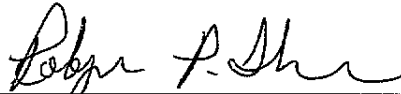
The Corporation shall indemnify any director or officer or any former director or

officer, to the full extent permitted by law.

## ARTICLE XII AMENDMENT

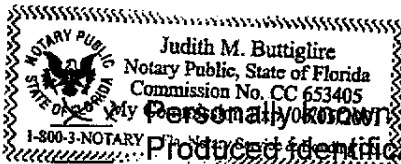
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of shareholders for their vote. Amendments may be adopted by a vote of a majority (**fifty-one (51%) percent**) of a quorum of shareholders of the Corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on this 19 day of April, 2001.

  
Robyn P. Sherma

STATE OF FLORIDA  
COUNTY OF PINELLAS

Sworn to or affirmed and signed before me on April 19, 2001, by **Robyn P. Sherma**.



  
NOTARY PUBLIC—STATE OF FLORIDA

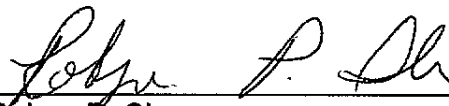
Produced identification

Type of identification produced \_\_\_\_\_

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 19 day of April, 2001.

  
Robyn P. Sherma

**FILED**  
01 APR 23 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA