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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : ATLAS PEARLMAN, P.A.
Account Number : 076247002423
Phone : (954)763-1200
Fax Number : (954)766-7800

FLORIDA PROFIT CORPORATION OR P.A.

RMAG ACQUISITION CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION

OF

RMAG ACQUISITION CORP.

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: RMAG ACQUISITION CORP.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 6401 Congress Avenue, Suite 250, Boca Raton, Florida 33487.

**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.

BRIAN A. PEARLMAN, ESQ., FL BAR # 0157023
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, FL 33301
Phone No.: (954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of capital stock, consisting of 100 shares of common stock, \$.001 par value per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Brian Pearlman
350 East Las Olas Blvd., Suite 1700
Ft. Lauderdale, FL 33301

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Brian Pearlman, 350 East Las Olas Blvd., Suite 1700, Ft. Lauderdale, Florida 33301.

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ARTICLE VIII
INDEMNIFICATION

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

ARTICLE IX
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 X
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.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing
Articles of Incorporation on June 22, 2001.



Brian Pearlman, Incorporator

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FROM-ATLAS PEARLMAN, PA

954-766-7800

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

RMAG ACQUISITION CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 6401 Congress Avenue, Suite 250, Boca Raton, Florida 33407, has named Brian Pearlman whose address is 350 East Las Olas Blvd., Suite 1700, Ft. Lauderdale, Florida 33301, 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.

BY:



BRIAN PEARLMAN

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