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**FAX FORM**

To: Whom it my concern.

Date: 9-14-2001

Fax No.: \_\_\_\_\_

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From: ALEX BORELL

Re: Incorp. of RFD Int. Inv. Corp.

Pages: 1  
(including cover)

**Message:**

Please take whatever steps needed  
to incorporate the attached articles.

Please call me at 305-992-7784  
with any questions.

If you do not receive all the pages, please call back as soon as possible.

Thank You.

2001 SEP 17 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

9/19/01

**ARTICLES OF INCORPORATION**  
**OF**  
**RFD INTERNATIONAL INVESTMENTS CORP.**

**FILED**  
2001 SEP 17 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I.**  
**NAME**

The name of the Corporation is: **RFD INTERNATIONAL INVESTMENTS CORP.**

**ARTICLE II.**  
**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III.**  
**NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.**  
**CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100) shares, all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) DOLLARS per share.

**ARTICLE V.**  
**PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI.**  
**REGISTERED OFFICE**

The street address of the initial registered agent of the Corporation is:

**1155 Brickell Bay Drive, Suite 3210  
Miami, FL 33131**

The name of the registered agent at such address is: **Francisco Lopez.**

**ARTICLE VII.**  
**PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

**1155 Brickell Bay Drive, Suite 3210  
Miami, FL 33131**

**ARTICLE VIII.**  
**DIRECTORS**

The initial Board of Directors of the Corporation shall consist of three members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's By-laws.

The names and addresses for the three (3) members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
<b>Roberto Lopez</b>	<b>1155 Brickell Bay Drive, Suite 3210, Miami, FL 33131</b>
<b>Francisco Lopez</b>	<b>1155 Brickell Bay Drive, Suite 3210, Miami, FL 33131</b>
<b>Diego Lopez</b>	<b>1155 Brickell Bay Drive, Suite 3210, Miami, FL 33131</b>

**ARTICLE IX.**  
**INCORPORATOR**

<u>NAME</u>	<u>ADDRESS</u>
<b>Francisco Lopez</b>	<b>1155 Brickell Bay Drive, Suite 3210, Miami, FL 33131</b>

**ARTICLE X.**  
**OFFICERS**

The names and addresses and title of the initial officer(s) of the Corporation are:

<u>NAME/TITLE</u>	<u>ADDRESS</u>
<b>Francisco Lopez, President</b>	<b>1155 Brickell Bay Drive, Suite 3210, Miami, FL 33131</b>
<b>Roberto Lopez, Vice President</b>	<b>1155 Brickell Bay Drive, Suite 3210, Miami, FL 33131</b>
<b>Diego Lopez, Secretary/Treasurer</b>	<b>1155 Brickell Bay Drive, Suite 3210, Miami, FL 33131</b>

**ARTICLE XI.**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE XII.**  
**REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER**  
**PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

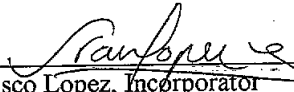
The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its Director to reimburse the hereinbefore

mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XIII.**  
**RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

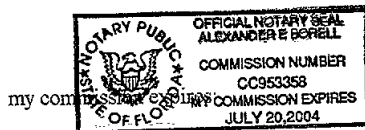
13 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this September, 2001.

  
Francisco Lopez, Incorporator

FILED  
2001 SEP 17 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA }  
COUNTY OF DADE } {s.s.

THE FOREGOING instrument was acknowledged before me this 13 day of September, 2001, by **Francisco Lopez, as Incorporator of RFD INTERNATIONAL INVESTMENTS CORP.,** on behalf of the corporation, who has produced his driver's license as identification (or is personally known to me) and did (did not) take an oath.




  
NOTARY PUBLIC, STATE OF FLORIDA

**CERTIFICATION DESIGNATING PLACE OF BUSINESS**  
**OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN**  
**FLORIDA NAMING AGENT UPON WHOM MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT , **RFD INTERNATIONAL INVESTMENTS CORP.,** desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the CITY OF **MIAMI, STATE OF FLORIDA,** HAS NAMED **Francisco Lopez,** whose address is **1155 Brickell Bay Drive, Suite 3210, Miami, 33131,** as its Agent to accept service of process.

DATE: 9-13-2001 SIGNATURE: X 

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATE: 9-13-2001 SIGNATURE: X 