

PO 1000 1105 10
CENTRAL DELAWARE
CORPORATE SERVICES, INC.

November 12, 2001

Office of the Secretary of State
REGISTRATION SECTION
DIVISION OF CORPORATIONS
ATTN: BOBBIE COX / ADMINISTRATOR
409 E GAINES STREET
TALLAHASSEE FL 32399

500004684255--0
-11/15/01--01070--001
***310.00 ***155.00

RE: 2 NEW FORMATIONS

I have enclosed 1 original Articles of Incorporation for 1 new Florida formations+ 1 Articles of Organization. I need to have them Certified by the Secretary of State and Apostilled for Switzerland.

The Total amount of the check is \$310.00 is to cover \$125.00 Filing Fee, \$30.00 for Certified. Separate check of \$20.00 for apostilles.

When the documents are completed could you please return them to the address below via **DHL using acct # 763432012**.

Best Regards,


Cindy Fletcher

FILED
2001 NOV 15 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CENTRAL DELAWARE CORPORATE SERVICES, INC.
12260 WILLOW GROVE ROAD-BLDG. #2
CAMDEN, DE 19934
PHONE: 302-698-0118 FAX: 302-698-0403

bc 11/19

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RUBICAM STRATEGIC ALLIANCE, INC.
(A FLORIDA CORPORATION)**

Pursuant to Chapter 607 and/or Chapter 621, of Florida Statutes (F.S.)

FIRST: The name of the corporation is: **RUBICAM STRATEGIC ALLIANCE, INC.**

SECOND: Its registered office in the State of Florida is located at 360 South Shore Drive, Sarasota, Florida 34234. The registered agent in charge thereof is W. Rick Fletcher.

THIRD: The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Florida & Business Consulting.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is 1,000 common shares having No Stated Par Value Per Share.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The initial director is: Irvin BonCamper, Heritage Plaza, Suite #532, Main Street, Charlestown, Nevis, W. I.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of Florida, the board of directors is authorized to amend or repeal the bylaws.

SEVENTH: The corporation reserves the right to amend or repeal any provision in these Articles of Incorporation in the manner prescribed by the laws of Florida.

EIGHT: The incorporator is W. Rick Fletcher, who mailing address is 360 South Shore Drive, Sarasota, Florida 34234

NINTH: To the fullest extent permitted by the Florida General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

TENTH: The principal place of business is 12260 Willow Grove Road, Bldg # 2, Camden, Delaware 19934

I, **W. Rick Fletcher**, for the purpose of forming a corporation under the laws of Florida do make and file these Articles of Incorporation, and do certify that the facts herein stated are true; and have accordingly signed below, this 12th Day of November, 2001.

Signed by:



**W. Rick Fletcher
Incorporator**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered and agree to act in this capacity.



Signature/Registered Agent

November 12, 2001