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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

RS & GH, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

November 20, 2001

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## ARTICLES OF INCORPORATION

OF

RS &amp; GH, INC.

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TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: RS & GH, Inc., 244 Fifth Avenue, New York 10001-7604.

ARTICLE II

The corporation is organized for the following purposes:

(a) To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any other work in connection with any and all classes of buildings and improvements of any kind and nature whatsoever; to enter into contracts and arrangements of all kinds; to carry on and undertake any business undertaking, transaction or operation commonly carried on in connection with the above-described businesses, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights; to own, hold, buy, control, work, develop, sell, convey, lease, pledge, maintain, mortgage, exchange, cultivate, subdivide, improve and otherwise deal in and dispose of real estate, goods, wares, merchandise and property of any and every class and description; to borrow and lend money, to own stock in any other corporation; to evidence and secure its indebtedness and to do and perform any and all other acts which may be desirable for carrying out the interests, intents and purposes of this company.

(b) To carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, products and commodities of every sort, kind or description; to open stores, offices or agencies throughout the United States or elsewhere; to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any persons or companies; to enter into a partnership or into any arrangements for sharing profits, union interests, reciprocal concessions or cooperate with any persons or companies; to transact any and all business lawful under the laws of the State of Florida or of the United States of America.

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MARK PERLMAN, P.A.

1820 EAST HALLANDALE BEACH BOULEVARD, HALLANDALE BEACH, FL 33000  
TEL (954) 456-1223 • MIAMI (305) 944-9252 • FAX (954) 454-5081

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares at One and 00/100 (\$1.00) Dollar par value each, no pre-emptive rights, non-assessable. Such shares are to consist of one class only.

**ARTICLE IV**

This corporation is to exist perpetually.

**ARTICLE V**

The street address of the initial office and the principal address of this corporation is 244 Fifth Avenue, New York 10001-7604, and the name of the initial registered agent of this corporation is MARK PERLMAN. The corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

**ARTICLE VI**

The Board of Directors of this corporation shall consist of not less than one (1) member, initially. The number may be increased or diminished from time to time, but shall never be less than one (1) member.

**ARTICLE VII**

The names and addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

<b><u>NAME OF OFFICER</u></b>	<b><u>TITLE OF OFFICER</u></b>	<b><u>ADDRESS</u></b>
Robert Sachs	President	345 East 93rd Street Apartment 28D New York, New York 10128
Ginger Hetrich	Secretary/Treasurer	345 East 93rd Street Apartment 28D New York, New York 10128

**ARTICLE VIII**

The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Robert Sachs	345 East 93rd Street Apartment 28D New York, New York 10128	500

**ARTICLE IX**

The management and control of the business of the corporation shall be conducted under the direction of the Board of Directors by the following officers who shall be elected by the Board of Directors, to wit: a President, one or more Vice Presidents, a Treasurer and a Secretary, and one or more Assistant Secretaries, provided that any one or more of said officers may be held by the Secretary or Assistant Secretary of the corporation. The Secretary or Assistant Secretary may not also be the President.

**ARTICLE X**

In compliance with Section 48.091, Florida Statutes, the following is submitted: RS & GH, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the State of New York has named MARK PERLMAN, located at 1820 East Hallandale Beach Boulevard, City of Hallandale, State of Florida, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated, 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.

  
Mark Perlman


DATE: November 19, 2001.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

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TALLAHASSEE, FLORIDA

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19th day of November, 2001.

  
 Robert Sachs  
 Incorporator

STATE OF FLORIDA     }  
                                   } ss.  
 COUNTY OF BROWARD }

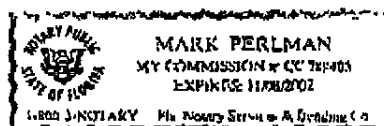
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared Robert Sachs to me ☒ personally known, or who have produced \_\_\_\_\_ as identification and are the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 19th day of November, 2001.

  
 NOTARY PUBLIC  
 State of Florida

My Commission Expires:

NAME: MARK PERLMAN, CLERK: T. S. B. L. C. O. R.



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