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To:
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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

~~RP Inc.~~
RP Group Inc.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Katharine Harris
Secretary of State

November 29, 2001

CORPORATE CREATIONS

SUBJECT: RP INC.
REF: W01000027176

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

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
RP Group, Inc.

EFFECTIVE DATE
11/28/01

Article II. Address

The Corporation's mailing address is:
RP Group, Inc.
1825 West Avenue
#8
Miami Beach FL 33139

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Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Rossz Fiu Corporation
201 South Biscayne Boulevard
Suite 850
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Charles Reid Price

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jan Carson Cheezem | FL Bar Member 335193
Cohen | Fox P.A.
201 South Biscayne Boulevard
Suite 850
Miami FL 33131
305-702-3000
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

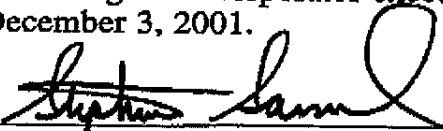
The name and address of the incorporator is:

Jan Carson Cheezem
Cohen I Fox P.A.
201 South Biscayne Boulevard
Suite 850
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 28, 2001.

The undersigned incorporator executed these Articles of Incorporation on December 3, 2001.



JAN CARSON CHEEZEM

by S. T. Samuel as attorney-in-fact

Jan Carson Cheezem | FL Bar Member 335193
Cohen I Fox P.A.
201 South Biscayne Boulevard
Suite 850
Miami FL 33131
305-702-3000
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
RP Group, Inc.

REGISTERED AGENT/OFFICE:
Rossz Fiu Corporation
201 South Biscayne Boulevard
Suite 850
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ROSSZ FIU CORPORATION
by S. T. Samuel as attorney-in-fact

Date: December 3, 2001

Jan Carson Chæezem | FL Bar Member 335193
Cohen | Fox P.A.
201 South Biscayne Boulevard
Suite 850
Miami FL 33131
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