

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**To:**

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

**From:**

Account Name : LITTMAN, SHERLOCK & HEIMS, INC.  
Account Number : 119980000097  
Phone : (561)287-0200  
Fax Number : (561)283-1010

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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.****RPKLMS, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**

**OF**

**RPKLMS, Inc.**

**ARTICLE I. NAME**

The name of this Corporation is RPKLMS, Inc.

**ARTICLE II. DURATION**

This corporation shall have perpetual existence.

**ARTICLE III. PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue 100 Million shares of Preferred Convertible stock which shall be designated as "preferred shares" and 500 Million shares of \$1.00 par value common stock which shall be designated as "common shares".

—  
Prepared by  
Virginia P. Sherlock, Fla. Bar #893544  
Littman, Sherlock & Heims, P.A.  
P.O. Box 1197  
Stuart, FL 34995

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#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI. COMPLIANCE WITH SECURITIES ACT

Pursuant to Section 517.061, Florida Statutes, the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

#### ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the office of this corporation is 4921 SE Pompano Terrace, Stuart, FL 34997, and the name of the initial registered agent of this corporation is JEROME H. KAMINS, whose address is 3405 SW Sunset Trace Circle, Palm City, FL 34990.

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ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than three members and never more than seven members. The names and addresses of the initial directors of this corporation are as follows:

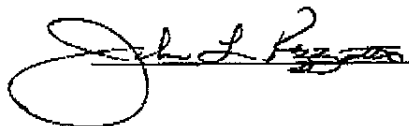
JOHN L. RIZZOTTO	JEROME H. KAMINS	EDUARDO PEREZ
4921 SE Pompano Ter.	3405 SW Sunset Trace Cir.	83-75 118 St., #3-H
Stuart, FL 34997	Palm City, FL 34990	Kew Gardens, NY 11415

Directors are elected in accordance with the by-laws of the corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person(s) signing these Articles are: JOHN L. RIZZOTTO, 4921 SE Pompano Terrace, Stuart, FL 34997.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14<sup>th</sup> day of December, 2001.

 (SEAL)

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

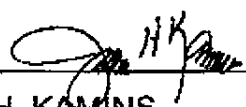
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

That RPKLMS, Inc., desiring to organize under the laws of the State of  
Florida, with its principal office at the City of Stuart, County of Martin, State of  
Florida, as set forth in the Articles of Incorporation, has named JEROME H.  
KAMINS its Registered Agent to accept service of process on the corporation's  
behalf within this State.

**ACKNOWLEDGMENT**

(Must Be Signed by Registered Agent)

Having been named to accept service of process for the above mentioned  
corporation, at the place designated in this Certificate, I hereby accept to act in  
this capacity and agree to comply with the provisions of said Act relative to  
keeping open said office.

By:   
JEROME H. KAMINS  
As Registered Agent

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