

P02000003457  
JAN-10 2002 THU 12:00 PM FROM: NATIONS BUSINESS CENTER FAX: 9547537599  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Florida Department of State**  
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To:  
Division of Corporations  
Fax Number : (850) 205-0361

From:  
Account Name : NATIONS BUSINESS CENTER, INC.  
Account Number : I20000000238  
Phone : (305) 591-9448  
Fax Number : (305) 591-4258

**FLORIDA PROFIT CORPORATION OR P.A.**

**RCS-USA OPERATIONS, CORP.**

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(H020000093144)

ARTICLES OF INCORPORATION

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,  
FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation  
under the Florida General Corporation Act, hereby adopt(s) the following  
Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

RCS-USA OPERATIONS, CORP.

The principal place of business of this corporation shall be:

5600 NW 102 AVE. STE K

SUNRISE, FL 33351

ARTICLE II NATURE OF BUSINESS

This corporation may engage in any business permitted under the laws of  
the United State, the State of Florida, or any other State, Country,  
Territory, or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this  
corporation is authorized to have outstanding at any one time is: 1000.

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1-08-2002 3:11PM FROM RCS 954/4142/3

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ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS


The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are): Michael Mastandrea and Frank Riccio whom resides at 5600 NW 102 Ave. Suite K, Sunrise, Florida 33351.

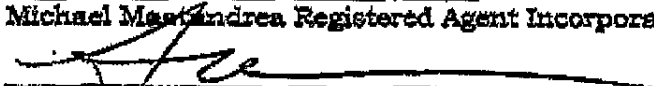
ARTICLE VI INCORPORATOR(S)

The names(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are): Michael Mastandrea whom resides at 5600 NW 102 Ave. Suite K, Sunrise FL 33351.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 10 day of JANUARY, 2002.

Signature(s) of Incorporator(s)

  
Michael Mastandrea Registered Agent Incorporator/President

  
Frank Riccio/Vice President/Director

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JAN-10-2002 THU 12:01 PM FROM:NATIONS BUSINESS CENTER FAX:9547537599  
1-10-2002 11:16AM FROM RCS 9547414273  
JAN-08-2002 TUE 04:25 PM FROM:NATIONS BUSINESS CENTER FAX:9547537599

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SECRET STATE  
TALLAHASSEE, FLORIDA

(4020000093144)

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the  
Undersigned Corporation, organized under the laws of the State of  
Florida, submits the following statement in designating the registered  
office/registered agent, in the State of Florida.

1. The name of the corporation: RCS-USA OPERATIONS, CORP.
2. The name and address of the registered agent and office is:

Michael Mastandrea  
12202 NW 19<sup>th</sup> Street  
Plantation, Fl. 33323

SIGNATURE: 

TITLE: Incorporator/Registered Agent

Date: 1/10/02

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, AND I ACCEPT THE DUTIES AND  
OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES

SIGNATURE: 

Date: 1/10/02