

PO2000006741

FRESHMAN FRESHMAN & TRAITZ  
PROFESSIONAL ASSOCIATION

JERALD A. FRESHMAN  
LAWRENCE N. FRESHMAN  
JAMES J. TRAITZ  
NICOLE L. GILMORE

January 11, 2002

TWO DATRAN CENTER  
SUITE 1701  
9130 SOUTH DADELAND BOULEVARD  
MIAMI, FLORIDA 33156

TELEPHONE (305) 670-1400  
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FAX (305) 670-1410

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

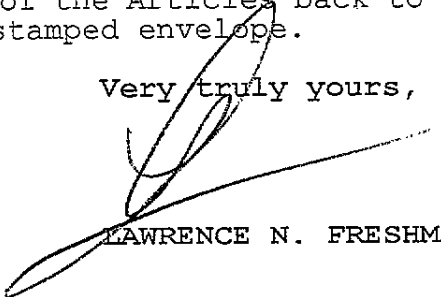
RE: R & S Consultants

800004772018--2  
-01/14/02--01024--006  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of R & S Consultants, Inc. and check in the amount of \$122.50 representing the filing fee, registration fee etc. Please forward a certified copy of the Articles back to our office in the enclosed self-addressed stamped envelope.

Very truly yours,

  
LAWRENCE N. FRESHMAN

LNF:lrg

Enclosure

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2002 JAN 14 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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2002 JAN 14 AM 10:32

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

R & S CONSULTANTS, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

R & S CONSULTANTS, INC.

The address of the principal office of this corporation shall be 1000 Quayside Terrace, Unit 1211, Miami, Florida 33138 and the mailing address shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock having no par value per share.

ARTICLE IV - INCORPORATOR

The name and street address of the incorporator to these  
Articles of Incorporation is:

SHERMAN BAUMRIND  
1000 Quayside Terrace  
Unit 1211  
Miami, Florida 33138

ARTICLE V - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this  
corporation is:

LAWRENCE N. FRESHMAN  
9130 South Dadeland Boulevard  
Suite 1701 Two Datan Center  
Miami, Florida 33156

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DIRECTORS

This corporation shall have two directors initially. The  
number of directors may be increased or decreased from time to  
time in such manner as may be prescribed by the bylaws. The  
names and addresses of the initial directors of this corporation  
are:

Sherman Baumrind  
1000 Quayside  
Unit 1211  
Miami, Florida 33138

Ray Baumrind  
1000 Quayside  
Unit 1211  
Miami, Florida 33138

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of this corporation are:

<u>Officers</u>	<u>Name</u>	<u>Address</u>
President	Sherman Baumrind	1000 Quayside, #1211
Treasurer/Secretary		Miami, Florida 33138
Treasurer	Ray Baumrind	1000 Quayside, #1211
		Miami, Florida 33138

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10<sup>th</sup> day of January, 2002.

Sherman Baumrind  
SHERMAN BAUMRIND

STATE OF FLORIDA )

SS:


COUNTY OF Dade )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State of Florida, County of Dade to take acknowledgments, personally appeared SHERMAN BAUMRIND to

me known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 10<sup>th</sup> day of January, 2002.

Linda R. Grammes  
NOTARY PUBLIC

 Linda R. Grammes  
Commission # CC 924705  
(Print Name) Expires April 3, 2004  
Bonded Through  
Name of Notary Bonding Co., Inc.)

Personally known [initials] or Produced Identification \_\_\_\_\_  
Type of Identification produced \_\_\_\_\_

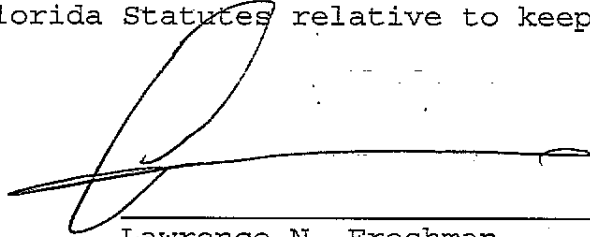
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for R & S CONSULTANTS, INC. at the place designated in Article V hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.



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Lawrence N. Freshman