

Division of Corporations

Page 1 of 2

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Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (800) 45-0381

EFFECTIVE DATE

1-25-02

From:

Account Name : FLORIDA FILING & SEARCH SERVICES  
Account Number : 11000000189  
Phone : (800) 45-4318  
Fax Number : (800) 45-4398

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DIVISION OF CORPORATIONS  
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**FLORIDA PROFIT CORPORATION OR P.A.****RHYTHM SOLUTIONS INCORPORATED**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida Corporation is:  
Rhythm Solutions Incorporated

### Article II. Address

The Corporation's mailing address is:  
2451 Brickell Ave.  
PH-R  
Miami, FL 33129

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Florida Filing & Search Services, Inc.  
1333 North Duval Street  
Tallahassee, FL 32302

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Andres F. Anon, 2451 Brickell Ave., PH-R, Miami, FL 33129  
Shuan T. Prescod, 4851 University Dr., Coral Gables, FL 33146

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. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Registered Agents, Ltd.  
1220 North Market Street  
Wilmington, DE 19801  
800-441-5940

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Article V. Capital Stock

The Corporation shall have the authority to issue 3000 shares of common stock, no par value per share.

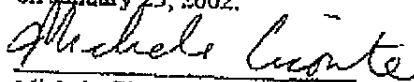
Article VI. Incorporator

The name and address of the incorporator is:  
Michele Ciconte  
1220 Market Street  
Suite 606  
Wilmington, DE 19801

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 25, 2002.

The undersigned incorporator executed these Articles of Incorporation on January 25, 2002.



Michele Ciconte  
Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Rhythm Solutions Incorporated

**REGISTERED AGENT/OFFICE**

Florida Filing & Search Services, Inc.

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 for 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.

*Abbie Hodge*

Date: 1/31/02

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