

Division of Corporations Page 2 of 2
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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

RCE PARTNERS, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

RCE PARTNERS, INC.

(Under Chapter 607.0202 of the Florida Business Corporation Act)

The undersigned, being over the age of 18, for the purpose of forming a corporation under Chapter 607.0202 of the Business Corporation Act of the State of Florida, does hereby certify:

FIRST: The name of the corporation is "RCE Partners, Inc."

SECOND: The registered office of the Corporation is to be located at 9797 Camberley Circle, Orlando, FL 32836. The registered agent at that address is Ricardo Coard.

THIRD: The nature of the business to be transacted, or the purposes to be promoted or carried out by the Corporation are as follows: to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue shall be Five Hundred (500) shares of the par value of one cent (\$.01) each, all of which shall be Common Stock.

FIFTH: The name and address of the incorporator is Joseph C. Tristano, c/o Akabas & Cohen, 488 Madison Avenue, 11th Floor, New York, NY 10022.

SIXTH: The duration of the Corporation is unlimited.

SEVENTH: The initial Director of the Corporation shall be Ricardo Coard, residing at 9797 Camberley Circle, Orlando, FL 32836.

EIGHTH: No shareholder of this Corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of this Corporation, now or hereafter to be authorized, or any shares or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or other securities would adversely affect the dividend or voting rights of such holders, other than such rights, if any, as the Board of Directors of the Corporation, in its discretion from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of this Corporation or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part to the existing shareholders of any class.

NINTH: No director shall be personally liable to the Corporation or its shareholders for monetary damages for breach of any duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director if a judgment or other final adjudication adverse to him

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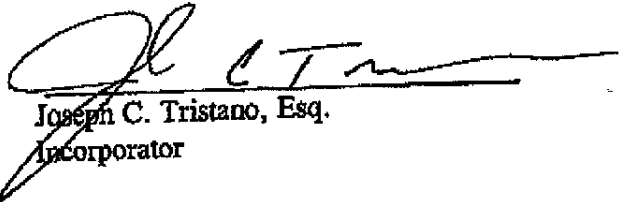
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not legally entitled or that his acts violated Chapter 607.0831 of the Florida Business Corporation Act.

TENTH: This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative, or by or in the right of this Corporation to procure judgment in its favor, by reason of the fact that he is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this Corporation, in accordance with and to the full extent permitted by statute. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by this Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by this Corporation as authorized in this section. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Articles or any agreement or vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, I have executed this Certificate of Incorporation this 9th day of April, 2002, and affirm the statements contained herein as true under the penalties of perjury.


Ricardo Coard
Registered Agent


Joseph C. Tristano, Esq.
Incorporator

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