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FLORIDA PROFIT CORPORATION OR P.A.

rali holdings, inc.

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**ARTICLES OF INCORPORATION****OF**

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**RALI HOLDINGS, INC.**

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The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I****Name**

The name of the corporation is:

**RALI HOLDINGS, INC.**

**ARTICLE II****Existence**

The corporation's existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE III****Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Prepared by:

Robert A. Chaves, Esq.

Florida Bar No. 283525

Tescher Chaves Rubin & Forman, P.A.

2101 Corporate Blvd., Suite 107

Boca Raton, FL 33431

561-998-7847

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## **ARTICLE IV**

### **Authorized Capital**

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00 per share.

## **ARTICLE V**

### **Address**

The address of the principal office of the corporation is 18671 Collins Avenue, Unit 402, Sunny Isles, Florida 33160 and its mailing address 18671 Collins Avenue, Unit 402, Sunny Isles, Florida 33160.

## **ARTICLE VI**

### **Registered Office and Agent**

The street address of the corporation's initial registered office is 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431-7343. The name of the initial registered agent at such office is M & W Agents, Inc.

## **ARTICLE VII**

### **Indemnification**

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

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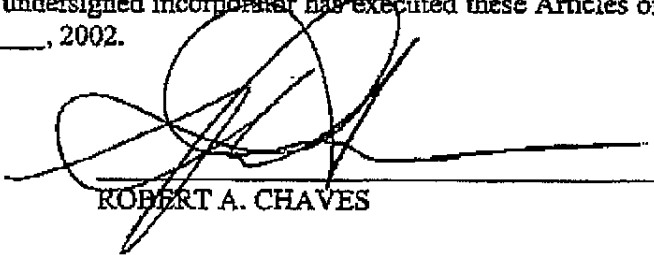
## ARTICLE VIII

## Incorporator

The name and address of the incorporator of the corporation is Robert A. Chaves, Tescher Chaves Rubin & Forman, P.A., 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April 30, 2002.

  
ROBERT A. CHAVES

## ACCEPTANCE OF APPOINTMENT

AS

## REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

M &amp; W AGENTS, INC., a Florida corporation

By: 

ROBERT A. CHAVES, Secretary

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