

Division of Corporations

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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : PARCORP SERVICES, LTD.  
Account Number : 119990000011  
Phone : (800) 603-2533  
Fax Number : (800) 398-0461

## FLORIDA PROFIT CORPORATION OR P.A.

RS ASSET MANAGEMENT INC.

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

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02 APR 30 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
ARTICLES OF INCORPORATION OF  
RS ASSET MANAGEMENT INC.

**FIRST:** The corporate name that satisfies the requirements of Section 607.0401 is:  
"RS ASSET MANAGEMENT INC."

**SECOND:** The street address of the initial principal office of the corporation shall be 224 Datura Street, Ste. 1214, West Palm Beach, FL 33401, and the mailing address of the corporation shall be the same.

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

**FOURTH:** The number of shares the corporation is authorized to issue is 1,000 shares of common stock having No Par Value per share.

**FIFTH:** The street address of the initial registered office of the corporation 224 Datura Street, Ste. 1214, West Palm Beach, FL 33401, and the name of its initial registered agent at such address is: R. Scott Shelley.

**SIXTH:** This corporation is to exist perpetually.

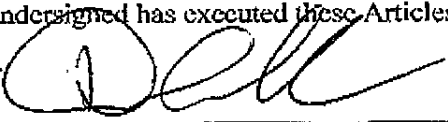
**SEVENTH:** The number of Directors constituting the initial Board of Directors of the Corporation is One (1), and the name(s) and address(es) of the person(s) whois/ are to serve as Director(s) until the first annual meeting of the Shareholders or until their successors are elected and qualify is/are:

R. Scott Shelley, 224 Datura Street, Ste. 1214, West Palm Beach, FL 33401

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

David L. Surina, 931 W. 75th Street, Ste. 137-317, Naperville, IL 60565

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of April, 2002.

  
David L. Surina, Incorporator

**Preparer Info:**

David L. Surina / Parcorp Services, Ltd.  
931 W. 75th Street, Ste. 137-317  
Naperville, IL 60565

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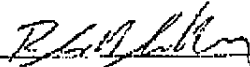
**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**RS ASSET MANAGEMENT INC.**

Acceptance by the Registered Agent as required in section 607.0501 (3)  
F.S.: **R. Scott Shelley**, is familiar with and accepts the obligations provided  
for in Section 607.0505.

Dated: April 15, 2002

BY



**R. Scott Shelley**

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