Division of Corporations

Page 1 of 2



Florida Department of State

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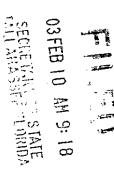
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FLORIDA PROFIT CORPORATION OR P.A.

R&P PROPERTIES, INC.

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FLORIDA DEPARTMENT OF STATE

Ken Detzner

Secretary of State

February 10, 2003

BOCA TITLE

SUBJECT: REP PROPERTIES, INC.

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H03000045260 4 Prepared by: John W. Smith, Esq. 2200 NW Corporate Blvd. Suite 302 Boca Raton, FL 33431



ARTICLES OF INCORPORATION OF RPS PROPERTIES, INC.

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: RPS PROPERTIES, INC. The address of the principal office of this corporation shall be 1341 WEST 27TH STREET, RIVIERA BEACH, FL 33404, and the mailing address of the corporation shall be P.O. Box 12032, Lake Park, FL 33403.

ARTICLE II. NATURE OF BUSINESS

This 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, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stook that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1341 WEST 27TH STREET, RIVIERA BEACH, FL 33404, and the name of the Initial registered agent of the corporation at that address is RFNARD PRICE.

ARTICLE V. TERM OF EXISTANCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

RENARD PRICE, President, Secretary and Treasurer 1341 WEST 27TH STREET, RIVIERA BEACH, FI. 33404

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its

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Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have ONE Director(s), initially. The names and addresses of the initial members of the Board of Directors are;

RENARD PRICE

1341 WEST 27TH STREET, RIVIERA BEACH, FL 33404

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of </ri>
Incorporation is RENARD PRICE, 1341 WEST 27TH STREET, RIVIERA BEACH, FL 3340

ARTICLE IX. SUBCHAPTER S

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therain.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his/her hand and seal on FEBRUARY 6, 2003. \equiv

RENARD FRICE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

RENARD PRICE having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

RENARD PRICE