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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

rtc enterprise associates, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

RTC ENTERPRISE ASSOCIATES, INC., a Florida corporation

The name of this corporation is:

RTC ENTERPRISE ASSOCIATES, INC.,
a Florida Corporation

ARTICLE ONE
NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of any lawful act or activity for which corporations maybe organized under the laws of the State of Florida and accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter maybe authorized by law.

ARTICLE TWO
DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of these Articles of Incorporation and upon acceptance by the Secretary of State.

ARTICLE THREE
CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this corporation May issue is: 100 shares.
- C. Par Value. Each share of Common Stock shall have no par value.

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D. Consideration. Shares of Common Stock May be issued in exchange for cash, real and personal property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-accessibility. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that May be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FOUR **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Office of this corporation is 8855 Collins Avenue, Unit 3-F, Surfside, Florida 33154, and the name of the Initial Registered Agent of this corporation at that address is ADRIAN WINICK.

ARTICLE FIVE **INCORPORATOR AND CORPORATE ADDRESS**

The sole incorporator for RTC ENTERPRISE ASSOCIATES, INC., is Adrian Winick, whose address is 8855 Collins Avenue, Unit 3-F, Surfside, Florida 33154. The mailing address for RTC ENTERPRISE ASSOCIATES, INC., is 8855 Collins Avenue, Unit 3-F, Surfside, Florida 33154

ARTICLE SIX **INITIAL BOARD OF DIRECTORS**

This corporation shall have initially three directors. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one director. The name(s) of the initial Director(s)/Officer(s) of this corporation is (are):

PRESIDENT/DIRECTOR:
SECRETARY/DIRECTOR:
TREASURER/DIRECTOR:

Adrian Winick
Daniel S. Winick
Claire Winick

whose address is 8855 Collins Avenue, Unit 3-F, Surfside, Florida 33154.

ARTICLE SEVEN BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors Maynot amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

ARTICLE EIGHT PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as Maybe done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE NINE SHAREHOLDER QUORUM AND VOTING

Fifty-One per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TEN APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE ELEVEN DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director or

Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE THIRTEEN
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of February, 2002.

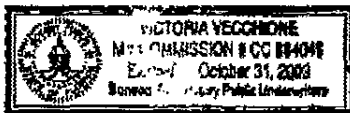


Subscriber: ADRIAN WINICK

Address: 8855 Collins Avenue, Unit 3-F, Surfside, Florida 33154.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) Florida
) Palm Beach

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared ADRIAN WINICK [] who is personally known to me or [] who produced Drivers License as identification and who executed the foregoing Articles of Incorporation this 9th day of February, 2002.




Notary Public State of Florida

**CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENT AND REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida General Corporation Act, the following

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information is submitted:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First -- That RTC ENTERPRISE ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida has named ADRIAN WINICK as its Resident and Registered Agent at the following office location: 8855 Collins Avenue, Unit 3-F, Surfside, Florida 33154.

Second -- That said Resident and Registered Agent, having been named to accept service of process for the above state Corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

By:

Adrian Winick

Resident and Registered Agent

Instrument Prepared by:
Richard Wasserstein, Esq.
913 Normandy Drive,
Miami Beach, Florida 33141

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