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May 2, 2003

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, Florida 32314

Gentlemen:

Enclosed are two copies of the Articles of Incorporation of RSW Asset Management, Inc. along with a check in the Amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75).

Please process this incorporation at your earliest convenience.

Sincerely,

Eric L. Wang 6950 Cypress Road #208-15

Plantation, FL 33317

1990

ARTICLES OF INCORPORATION

03 MAY -6 PM 3: 17

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

RSW ASSET MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation is RSW Asset Management, Inc..

ARTICLE II DURATION

The duration of the Corporation is perpetual.

ARTICLE III PORPOSES OF BUSINESS

The general purposes for which the Corporation is organized are:

- 1. To render financial services to investors.
- 2. To transact any other lawful business for which corporations may be incorporated under the Florida General Coporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
- 3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V PRINCIPAL OFFICE

The principal office of the Corporation is 4302 SW 107th Way, Davie, Florida 33328.

ARTICLE VI REGISTERED AGENT

The name of its initial registered agent is Eric L. Wang.

The street address of the initial registered agent of the Corporation
is 6950 Cypress Road #208-15, Plantation, Florida 33317.

ARTICLE VII DIRECTORS

The number of director constituting the initial Board of Directors of the Corporation is three. The names and addresses are:

George W. Rescigno, President 4302 SW 107 Way Davie, FL 33328

Eric L. Wang, Treasurer 6950 Cypress Road #208-15 Plantation, FL 33317

Sean T. Stein, Secretary 4675 Hammock Circle Delray Beach, FL 33445

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

Eric L. Wang 6950 Cypress Road #208-15 Plantation, FL 33317

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of May, 2003.

Eric L. Wang

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

RSW Asset Management, Inc. desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the Town of Davie, County of Broward, State of Florida, has named Eric L. Wang, located at 6950 Cypress Road #208-15, Plantation, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.

S/2/2003

Registered Agent - Eric L. Wang Date

SECRETARS OF STATE