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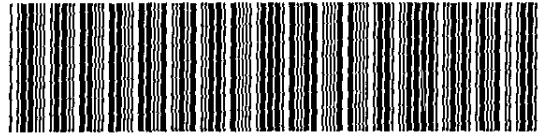
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TALLAHASSEE, FL 32399

W03-24980  
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**Richard F. Goldhaber**

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August 23, 2003

Department of State  
Division of Corporations  
Corporate Filings  
Box 6327  
Tallahassee, FL 32314

Gentlemen:

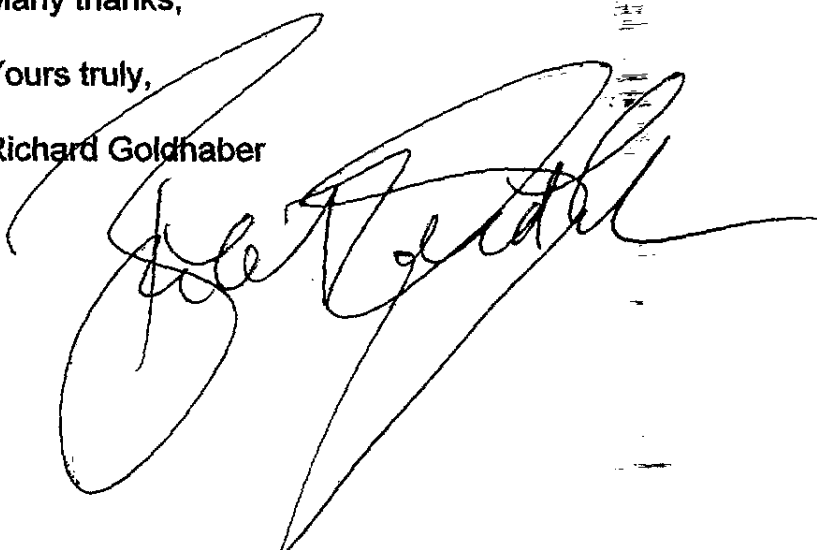
Enclosed please find the Certificate of Incorporations of RFG, Inc. Consultants together with my check in the sum of \$35 for filing fees.

Please be good enough to file the Certificate and advise me of the date of filing.

Many thanks,

Yours truly,

Richard Goldhaber

A large, stylized handwritten signature in black ink, appearing to read 'Richard Goldhaber', is written over the typed name.

# *Articles of Incorporation* *of*

## **RFG Inc., Consultants**

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### Article 1. - Name

The name of this corporation is RFG Inc., Consultants

### Article 2. - Duration

This corporation shall have perpetual existence.

### Article 3. - Purpose

- a) To provide administrative services for businesses of every and any kind.
- b) To provide consulting services for businesses of every and any kind.
- c) To transact any other lawful businesses.

### Article 4 - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of Common Stock with \$1.00 par value.

Each of said shares shall entitle the holder thereof to one vote at any duly constituted meeting of the shareholders.

All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose.

All stock when issued shall be fully paid for and shall be nonassessable.

### Article 5 - Preferences, Limitations and Relative Rights of Shares of Capital Stock

#### Section 1 - Rights upon liquidation or dissolution

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common stock.

#### Section 2-Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common shares.

#### Article 6 -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 may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### Article 7 - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8130 Muirhead Circle, Boynton Beach, Florida 33437, and the mailing address of the Corporation is the same. The name of the original registered agent of this corporation at that address is Natalie. Goldhaber.

#### Article 8- Initial Board of Directors

The Corporation shall have two directors initially. The number of Directors may be increased or diminished from time to time by the by-laws but shall never be less than one. The name and addresses of the initial director is Richard Goldhaber, who lives at 8130 Muirhead Circle, Boynton Beach, Florida.

#### Article 9- Incorporator

The name and address of the person signing these articles is Richard Goldhaber, 8130 Muirhead Circle, Boynton Beach, FL 33437.

#### Article 10- Conflict of Interest

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in , or are directors or officers of, such other corporation: any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he , she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or officer of such other corporation or not so interested.

#### Article 11- Assignment of Subscriptions

The original subscribers to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver their subscriptions to any other person, firm or corporation who may thereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities, and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment; provided, however, that any, but not all, of the said

subscriptions may be assigned by the subscribers to the corporation so that less than the number of shares subscribed for may be initially issued to the stockholders.

#### Article 12 - Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such a reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

#### Article 13 - Indemnification

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

#### Article 14 - Amendments

The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by The Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the party named below has hereby executed these Articles of Incorporation for the uses and purposes herein stated on this 22 day of August, 2003.

#### ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091 of the Florida Statutes.

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