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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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04 JAN 16 AM 10:24  
STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Resources Direct, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
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ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

ARTICLE I NAME

The name of the corporation shall be:

**Resources Direct, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**Resources Direct, Inc.**

**151 East 62nd Street  
New York, NY 10021**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**1,000 at no par value**

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**K. Teitel  
21-20 Northwest 23rd Avenue  
Miami, FL 33142**

*Prepared By:*

**Bruce B. Hubbard  
77 East John St.  
Hicksville, New York 11801  
1-516-935-3940**

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TALLAHASSEE, FLORIDA

ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Kenneth Teitel - President  
151 East 62nd Street  
New York, NY 10021

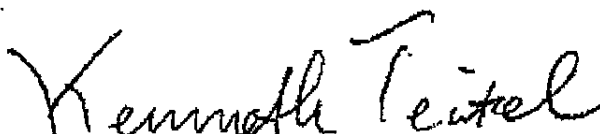
ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Kenneth Teitel  
151 East 62nd Street  
New York, NY 10021

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

15th day of January 2004.

  
Kenneth Teitel - Signature

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE  
REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Resources Direct, Inc.

2. The name and address of the registered agent and office is:

K. Teitel

Name

21-20 Northwest 23rd Avenue

(P.O. Box or Mail Drop Box NOT Acceptable)

Miami, FL 33142

(City / State / Zip)

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TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.*

K. Teitel

K. Teitel  
SIGNATURE

January 15, 2004

(Date)