

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

RDTEE, INC.

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**ARTICLES OF INCORPORATION
OF
RDTEE, INC.**

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The undersigned Incorporator, a natural person competent to contract, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: RDTEE, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is: 420 Sandrangham Court, Winter Springs, Florida 32708.

**ARTICLE III
CAPITAL STOCK**

The total number of authorized shares of the capital stock of this corporation is ten million (10,000,000) shares of voting common stock (referred to as "Common Stock") All or any part of the shares of the common capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the "Adjusted (Net) Asset Method" as defined by Shannon P. Pratt, in Business Valuation Body of Knowledge Exam Review and Professional Reference, second edition or any later edition, published by John Wiley Sons, Inc., Hoboken, New Jersey. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to the corporation at its principal place of business and remain open for acceptance by the corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately after his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

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Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE IV
GENERAL NATURE OF BUSINESS AND PURPOSES

The general nature of the business to be transacted by this Corporation and purposes shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the Registered Office of this Corporation is 420 Sandrangham Court, Winter Springs, Florida 32708. The name of the initial Registered Agent of this Corporation at that address is Danny Persad, 420 Sandrangham Court, Winter Springs, Florida 32708.

ARTICLE VII
BOARD OF DIRECTORS

Its Board of Directors shall manage the business of this Corporation. The initial Board of Directors shall consist of one (1) member. The names and addresses of the sole member of the first Board of Directors is:

Danny Persad
420 Sandrangham Court
Winter Springs, Florida 32708

The member of the First Board of Directors shall hold office until his successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation. At no time after the resignation of the first member of the Board of Directors listed above shall the Board of Directors contain less than three (3) directors or have an even number of directors.

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ARTICLE VIII
INCORPORATORS

The names, position and addresses of the person signing these Articles of Amendment of Articles of Incorporation is:

Danny Persad
420 Sandrangham Court
Winter Springs, Florida 32708

ARTICLE IX
VOLUNTARY DISSOLUTION

This corporation may be dissolved prior to the time fixed in these articles of incorporation by an affirmative vote of stockholders holding seventy-five percent (75%) of its voting capital stock at a meeting of the stockholders called for that purpose in the manner, not inconsistent with law, set forth in the bylaws. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida Business Corporation Act.

ARTICLE X
INVOLUNTARY DISSOLUTION—
AUCTION OF SHARES IN LIEU OF DISSOLUTION

1. Any stockholder shall have the right at any time to submit to arbitration the question of whether grounds for involuntary dissolution exist, as such grounds are specified in paragraph 2 hereunder, and, on a finding that such grounds exist, the arbitrator, who shall be appointed as specified in paragraph 3 hereunder, shall order that the stock of such shareholder or shareholders as the arbitrator shall designate shall be sold to the highest bidder among such shareholders as he or she shall designate, provided that such stock shall in no event be sold for less than the shares fair market value as determined by the "Adjusted (Net) Asset Method" as defined by Shannon P. Pratt, in Business Valuation Body of Knowledge Exam Review and Professional Reference, second edition or any later edition, published by John Wiley Sons, Inc., Hoboken, New Jersey, as shall be determined by the arbitrator using the methodology described therein. In the event the designated shareholders fail or refuse to enter a bid or fail or refuse to enter a bid in excess of the minimum price specified above, the arbitrator shall order one or more of such bidding shareholders to buy such stock at the minimum price.

2. As used here, the term "grounds for dissolution" shall mean any one or more of the following:

(a) The directors are deadlocked in the management of the corporate affairs, the shareholders are unable to break the deadlock and irreparable injury to the corporation is being suffered or is threatened by the deadlock;

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(b) The shareholders are deadlocked in voting power and have failed to elect successors to directors whose terms have expired or would have expired on qualification of their successors; or

(c) The corporate assets are being misapplied or wasted.

3. Arbitration shall be held in the City of Orlando, State of Florida, and shall be conducted by one arbitrator selected from the panel of the American Arbitration Association with the rules and regulations of that Association. Judgment on the award of the arbitrator may be entered in any court having jurisdiction.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19 day of January, 2004.


Danny Persad, Incorporator

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RDTEE, INC.
Certificate Of Designation Of
Registered Agent And Registered Office

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: RDTEE, INC.
2. The name and address of the Registered Agent and the address of the registered office of the Corporation is:

Registered Agent's Name and address: Danny Persad, 420 Sandrangham Court, Winter Springs, Florida 32708.

Registered office of the Corporation: 420 Sandrangham Court, Winter Springs, Florida 32708.

RDTEE, INC.

By: _____

Danny Persad, Incorporator

Acceptance By Registered Agent

Having been named the Registered Agent of RDTEE, INC., 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 statutes relating to the proper and complete performance of my duties, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.

RDTEE, INC., Registered Agent

Dated: 1-19-04, 2004

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