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Florida Department of State
Division of Corporations
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FLORIDA PROFTT CORPORATION OR P.A.

rem capital holding, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

RCM Capital Holding, Inc.

Article I

Name

The name of the corporation is: RCM Capital Holding, Inc.

Article II

Principal Office Address

The principal office of the Corporation is located at: 2131 Hollywood Blvd., Suite 205, Hollywood, FL 33020. The nature of this business is to transact any and all lawful business.

Article III

Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with no par value.

Article IV

Pre-Emptive Rights

Every shareholder, upon the sale of any unused stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2131 Hollywood Blvd., Suite 205, Hollywood, FL 33020, and the name of the initial registered agent of this corporation at that address is George Giosmas, Esq.

Article VI

Incorporator

The name and address of the person signing these articles is:

Roberto Maldonado	2131 Hollywood Blvd., # 205 Hollywood, FL 33020
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Article VII

Initial Board of Directors

This corporation shall have at least one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

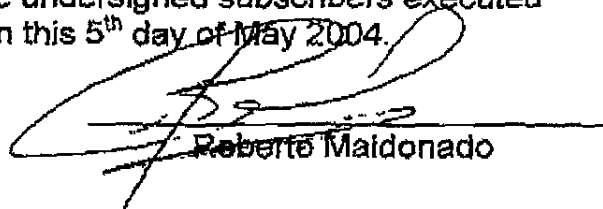
Name:	Address:
Roberto Maldonado Director	2131 Hollywood Blvd., # 205 Hollywood, FL 33020

Article VIII

Indemnification

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

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 5th day of May 2004.


Roberto Maldonado

CERTIFICATE OF DESIGNATION

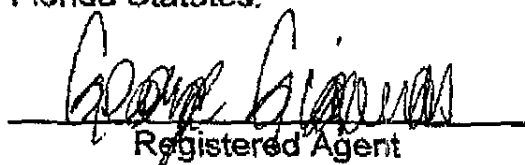
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: RCM Capital Holding, Inc.
2. The name and address of the registered agent and office is:

George Giosmas
2131 Hollywood Blvd., Suite 205
Hollywood, Florida 33020

The undersigned, George Giosmas, Registered Agent, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Registered Agent

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