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Division of Corporations
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# FLORIDA PROFIT CORPORATION OR P.A. RBN HOLDING CORP.

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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood Secretary of State

August 25, 2004

ISAKSEN LAW FIRM

SUBJECT: RBN, INC. REF: W04000032161

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Alan Crum Document Specialist New Filings Section FAX Aud. #: #04000173222 Letter Number: 104A00051863

## ARTICLES OF INCORPORATION OF RBN HOLDING CORP.

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 OF CORPORATION

The name of the corporation is RBN HOLDING CORP.

## ARTICLE II - DURATION OF CORPORATION

The duration of this corporation is perpetual, commencing on the date these articles are filed by the Secretary of State.

#### ARTICLE III - PURPOSE OF CORPORATION

The corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

#### ARTICLE V - INCORPORATOR

The name and address of the person signing these articles of incorporation is: Jennifer Isaksen, Esq., 415 S. MacDill Avenue, Tampa, Florida 33609.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 415 S. MacDill Avenue, Tampa, Florida 33609, and the name of its initial registered agent at the address is Jennifer Isaksen, Esq.

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## ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as prescribed by the bylaws. The initial directors shall be: Tyronne W. Neal and Rene Neal.

#### ARTICLE VIII - INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, or employee of the corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation. With respect to any criminal action or proceeding, indemnification shall be made only if the director, officer or employee had no reasonable cause to helieve his or her conduct was unlawful.

In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct.

#### ARTICLE IX - 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 issued and outstanding common shares.

## ARTICLE X - POWER TO CHANGE BYLAWS

The power to make, alter, amend, and repeal the bylaws of the corporation shall be reserved to the shareholders of the corporation.

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## ARTICLE XI - MAILING ADDRESS OF CORPORATION

The mailing address of the corporation and of its principal office is: 4617 Lois Avenue, Tampa, Florida 33611.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of

incorporation this August X, 2004.

IENVIFER ISAKSEN

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this August 25, 2004, by JENNIFER ISAKSEN, who is personally known or produced identification \_\_\_\_\_.

NICOLE CASTRO

NY COMMISSION # DD 205196
EXPIRES: ADRI 22, 2007
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## CONSENT TO BE REGISTERED AGENT

Following is the name and address of the initial registered agent of the corporation RBN HOLDING CORP. Having been named as registered agent, the undersigned agrees and accepts said designation.

JENNIFER ISAKSEN, ESQ. 415 S. MACDILL AVENUE TAMPA, FLORIDA 33609

JENNIFER ISAKSEN

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this August 2004, by JENNIFER ISAKSEN, who is personally known or produced identification

NOTARY PUBLIC

NICCLE CASTRO
MY COMMISSION # DO 205196
EXPIRED: ADVI 22, 2007
1-800-3-NOTARY \*\* L. Notary Discount Assoc. Co.