

MAR-04-05 11:03AM

FROM: AKERMAN, SENTERFITT

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Florida Department of State  
Division of Corporations  
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From: *Diana M. Guerra* (Ext. 68964)

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)  
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FLORIDA PROFIT CORPORATION OR P.A.

RPCP INVESTMENTS, INC.

Certificate of Status	0
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RPCP Investments, LLLP  
595 S. Federal Highway, Suite 600  
Boca Raton, Florida 33432

March 2, 2005

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32339

**RE: RPCP INVESTMENTS, LLLP (the "Partnership")**

Dear Filing Officer,

The undersigned, Richard C. Rochon, being the President of Royal Palm Capital Partners, Inc., the General Partner of the Partnership, a Florida limited liability limited partnership filed on February 3, 2005, under document number A05000000252, authorizes the following:

- (1) That the Partnership will be affiliated with **RPCP Investments, Inc.**, a new Florida corporation; and
- (2) That the Partnership authorizes the use of the name and the filing of the Articles of Incorporation of **RPCP Investments, Inc.** with the Florida Department of State; and
- (3) That the Partnership will amend its Certificate of Limited Partnership to change the General Partner of the Partnership to **RPCP Investments, Inc.** by filing a certificate of amendment with the Department of State.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Richard C. Rochon, President of  
the General Partner of the Partnership

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**ARTICLES OF INCORPORATION  
OF  
RPCP INVESTMENTS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is RPCP INVESTMENTS, INC. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 595 South Federal Highway, Suite 600, Boca Raton, Florida 33432.

**ARTICLE III  
CAPITAL STOCK**

The number of shares that the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock having a par value of \$0.001 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is Las Olas Centre II, Suite 1600, 350 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301-28711. The name of the Corporation's registered agent at that office is American Information Services, Inc.

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**ARTICLE V**  
**INCORPORATOR**

The name and street address of the incorporator is: Edward L. Ristaino, Esq., at Las Olas Centre II, Suite 1600, 350 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301.

**ARTICLE VI**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on on March 9, 2005.



Edward L. Ristaino, Esq. Incorporator

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of RPCP INVESTMENTS, INC. (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9<sup>th</sup> day of March, 2005.

American Information Services, Inc.

By:   
Diana M. Guerra, Assistant Secretary

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