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6/16/05

# CAPITAL CONNECTION, INC.!

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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TALLAHASSEE FLORIDA

Resource Group USA, Inc.

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
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- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
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**ARTICLES OF INCORPORATION**

**OF**

**RESOURCE GROUP USA, INC.**

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STATE  
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is RESOURCE GROUP USA, INC.

ARTICLE II - Principal Office  
and Mailing Address of the Corporation

The address of the principal office of the corporation is 3901 Laurel Branch Court, Lakeland, Florida 33810, and its mailing address is Post Office Box 91896, Lakeland, Florida 33804.

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

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

ARTICLE V - Stock

The corporation is authorized to issue ten thousand (10,000) shares of \$0.25 par value common stock, which shares shall be a single class.

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any

stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

#### ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successor, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Stephen Brown	3901 Laurel Branch Court Lakeland, Florida 33810

#### ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

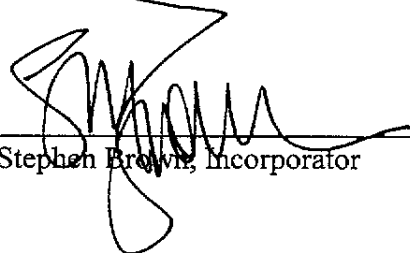
The name and address of the Incorporator to these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Stephen Brown	3901 Laurel Branch Court Lakeland, Florida 33810

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 3901 Laurel Branch Court, Lakeland, Florida 33810, and the name of the initial registered agent of the corporation at that address is Stephen Brown.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 6<sup>th</sup> day of June, 2005.

  
\_\_\_\_\_  
Stephen Brown, Incorporator (SEAL)

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Stephen Brown, who [ ] is personally known to me or who [ ] has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this \_\_\_\_ day of \_\_\_\_\_, 2005.

(NOTARIAL SEAL)

\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires:

To: The Department of State  
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following  
is submitted:

RESOURCE GROUP USA, INC., with its place of business at 3901 Laurel Branch Court,  
Lakeland, Florida 33810, has named Stephen Brown, located at 3901 Laurel Branch Court, Lakeland,  
Florida 33810, as its agent to accept service of process within Florida.

Dated this \_\_\_\_ day of \_\_\_\_, 2005.

  
Stephen Brown, Incorporator

Having been named to accept service of process for the above-stated corporation at the place  
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete performance of my duties, and I am  
familiar with and accept the duties and obligations of Chapter 607 of the Florida General  
Corporation Act.

Dated this \_\_\_\_ day of \_\_\_\_, 2005.

  
Stephen Brown  
Registered Agent

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