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SECRETARY
DIVISION OF

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Law Offices of
John B. Rogers, P.A.

FLORIDA & NEW YORK BARS
(954) 752-9198
Fax: (954) 341-2969

UNIVERSITY DRIVE, PROFESSIONAL PLAZA
1881 UNIVERSITY DRIVE, SUITE 100

Coral Springs, Florida 33071

January 3, 2006
~~December 2005~~

OF COUNSEL
RICHARD B. MARTIN*
JOHN E. MOLINARI*

Freeport, New York 11520
*NEW YORK BAR ONLY

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: FLORIDA RCW, INC.

Dear Madam/Sir:

Enclosed are an original and one (1) copy of the articles of incorporation and check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certification of
 Status

ADDITIONAL COPY REQUIRED

FROM: JOHN B. ROGERS, ESQ.
Name
1881 UNIVERSITY DRIVE, SUITE 100
Address
CORAL SPRINGS, FLORIDA 33071
City, State & Zip.
954-752-9198
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation
of
Florida RCW, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the proposed corporation is:

FLORIDA RCW, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. The main purpose of this corporation is related to commercial real estate.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares and the par value of each of such shares is one (\$1.00) dollar.

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just valuation to be fixed by the officers of the Corporation at a meeting called for that purpose.

ARTICLE IV- TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence business on the date that these Articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V - LOCATION

The principal place of business of the Corporation shall be at:

**6299 Dorsay Court,
Delray Beach, Florida 33484**

ARTICLE VI - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than two.

The names and post office addresses of the members of the first Board of Directors are:

**William Applebaum, 6299 Dorsay Court, Delray Beach, Florida 33484
Stanley Bergenfeld, 11661 Pamplona Blvd., Boyton Beach, Florida 33437**

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber hereto is:

William Applebaum; 6299 Dorsay Court, Delray Beach 33484

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders

sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX - INITIAL REGISTERED AGENT

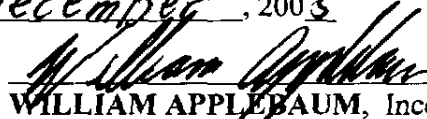
The corporation has designated the following as the registered Agent for the corporation, pursuant to Florida Statutes, to wit:

**John B. Rogers, Esq.
1881 University Drive, Suite 100
Coral Springs, FL 33065**

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, and designated registered agent, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein stated are true, all this 24th day of December, 2005


WILLIAM APPLEBAUM, Incorporator

I hereby accept and am familiar with the duties of being registered agent on this 3rd day of JANUARY, 2006.


JOHN B. ROGERS ESQ., Registered Agent

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date before me, the undersigned authority personally appeared, WILLIAM APPLEBAUM who, after being duly sworn by me on oath,

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DIVISION

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acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed therein, and he acknowledged that he is a natural person competent to contract.

SWORN TO AND SUBSCRIBED before me, this 24 day of
December, 2005.

NOTARY PUBLIC-STATE OF FLORIDA
John B. Rogers
MY COMMISSION EXPIRES: MAY 15, 2009
Bonded by: [unclear] ing Co., Inc.

NOTARY PUBLIC