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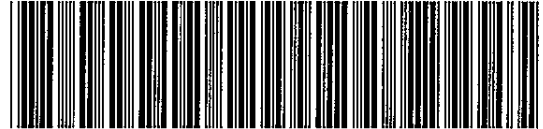
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 JAN 19 PM 3:56

FILED

JAN 20 2006

Igles & Dougherty PA.
Requester's Name
2457 Cone Drive
Address
Tallahassee FL 878-2411
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. RBM Financial Holdings, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
RBM FINANCIAL HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Richard Pearlman, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, *Florida Statutes*.

ARTICLE I – NAME

The name of this corporation is RBM FINANCIAL HOLDINGS, INC. (the “Corporation”).

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of the Corporation is c/o Igler & Dougherty, P.A., 2457 Care Drive, Tallahassee, Florida 32308, or such other place within the State of Florida as the Board of Directors may designate.

ARTICLE III – PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV – CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue is ten million (10,000,000) shares of common stock, par value one cent (\$0.01) per share (“Common Stock”). Each holder of one or more shares of Common Stock shall be entitled to one vote per share.

ARTICLE V – PREEMPTIVE RIGHTS

The Corporation elects to not have preemptive rights as set forth in Section 607.0630, *Florida Statutes*.

ARTICLE VI – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII – BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be of one class and comprised of not less than five (5) nor more than twenty-five (25) directors and shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the full Board.

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles are:

Richard Pearlman
c/o Igler & Dougherty, P.A.
2457 Care Drive
Tallahassee, Florida 32308


ARTICLE IX – COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of the Corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE X – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation; *provided, however*, if any bylaw of the corporation specifically provides that such bylaw may be amended only by a supermajority vote of the stockholders of the Corporation, then such bylaw may only be amended or repealed by such supermajority vote of the stockholders.

IN WITNESS OF THE FOREGOING, the undersigned has executed these Articles of Incorporation this 19th day of January, 2006.



Richard Pearlman, Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 607.0501, *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: RBM FINANCIAL HOLDINGS, INC.
2. The name and address of the registered agent and office is:

Igler & Dougherty, P.A.
2457 Care Drive
Tallahassee, Florida 32308

3. Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

IGLER & DOUGHERTY, P.A.

By: 
Richard Pearlman

Date: January 19, 2006