

**Electronic Articles of Incorporation  
For**

P07000081064  
FILED  
July 17, 2007  
Sec. Of State  
Ipoole

ROI ASSET MANAGEMENT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

ROI ASSET MANAGEMENT, INC.

**Article II**

The principal place of business address:

12855 SW 132ND STREET  
SUITE 200  
MIAMI, FL. 33186

The mailing address of the corporation is:

12855 SW 132ND STREET  
SUITE 200  
MIAMI, FL. 33186

**Article III**

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The number of shares the corporation is authorized to issue is:

1,000 SHARES; \$.01 PAR VALUE PER SHARE

**Article V**

The name and Florida street address of the registered agent is:

ERIC T REARDON  
12855 SW 132ND STREET  
SUITE 200  
MIAMI, FL. 33186

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ERIC T. REARDON

### **Article VI**

The name and address of the incorporator is:

DENNIS P. SPATES, ESQ.  
233 BROADWAY  
SUITE 2208  
NEW YORK, NEW YORK 10279

Incorporator Signature: DENNIS P. SPATES

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P  
ERIC T REARDON  
12855 SW 132ND STREET, SUITE 200  
MIAMI, FL. 33186

### **Article VIII**

The effective date for this corporation shall be:

07/17/2007