

**Electronic Articles of Incorporation
For**

P07000081064
FILED
July 17, 2007
Sec. Of State
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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