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FLORIDA PROFIT/NON PROFIT CORPORATION

RFC Real Estate Holdings, Inc.

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**ARTICLES OF INCORPORATION
OF
RFC REAL ESTATE HOLDINGS, INC.**

The undersigned, acting as incorporator of RFC Real Estate Holdings, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

RFC Real Estate Holdings, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 12598 Emerald Coast Parkway, Unit 224, Miramar Beach, FL 32550.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The aggregate number of shares which the corporation has the authority to issue is One Hundred Thousand (100,000) shares with a par value of \$.01 each. Fifty Thousand (50,000) shares are designated as Class A Common Stock ("Class A Common"), and Fifty Thousand (50,000) shares are designated as Class B Non-Voting Common Stock ("Class B Common"). Except as otherwise provided below in this Article V or as otherwise required by applicable law, all shares of Class A Common and Class B Common shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights:

(a) Voting Rights. Except as otherwise provided in this Article V or as otherwise required by applicable law, (i) holders of Class A Common shall be entitled to one vote per share on all matters to be voted on by the stockholders of the corporation, and (ii) holders of Class B Common shall have no right to vote on any matter to be voted on by the stockholders of the corporation.

(b) Dividends. As and when dividends are declared or paid thereon, whether in cash, property or securities of the corporation, the holders of Class A Common and the holders of Class B Common shall be entitled to participate in such dividends ratably on a per share basis; provided, that if dividends are declared which are payable in shares of Class A Common or

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Class B Common, then dividends shall be declared which are payable at the same rate on each such class of common stock and the dividends payable in shares of Class A Common shall be payable to holders of Class A Common and dividends payable in shares of Class B Common shall be payable to holders of Class B Common.

(c) Liquidation. The holders of Class A Common and Class B Common shall be entitled to participate ratably on a per share basis in all distributions to the holders of common stock in any liquidation, dissolution or winding up of the corporation.

(d) Stock Splits. If the corporation in any manner subdivides or combines the outstanding shares of one class of common stock, the outstanding shares of the other class of common stock shall be proportionately subdivided or combined in a similar manner.

(e) Consideration. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Richard F. Chambers, 12598 Emerald Coast Parkway, Unit 224, Miramar Beach, FL 32550.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Richard F. Chambers	12598 Emerald Coast Parkway, Unit 224 Miramar Beach, FL 32550
B. Denise Chambers	12598 Emerald Coast Parkway, Unit 224 Miramar Beach, FL 32550

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Glenn A. Adams, Esq.	200 S. Orange Ave., Suite 2600 Orlando, FL 32801

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of September, 2007.



Glenn A. Adams, Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That RFC Real Estate Holdings, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, 12598 Emerald Coast Parkway, Unit 224, Miramar Beach, FL 32550, has named Richard F. Chambers, located at 12598 Emerald Coast Parkway, Unit 224, Miramar Beach, FL 32550, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

Dated: September 26 2007


Richard F. Chambers, Registered Agent

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