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DIVISION OF CORPORATION

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FLORIDA PROFIT/NON PROFIT CORPORATION

RP 50, INC.

Certificate of Status	0
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8/4/08

AUG. 1. 2008 4:38PM C S CE E. OTERO & ASSOCIATES, P. A.

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ARTICLES OF INCORPORATION  
OF  
RP 50, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is RP 50, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 75 Valencia Avenue, Second Floor, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Jorge E. Otero & Associates, P.A.

ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 75 Valencia Avenue, Second Floor, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The names and street addresses of the initial directors are as follows:

Rene de Picciotto  
701 Brickell Ave., Suite 2410  
Miami, FL 33131

Raul Garcia  
701 Brickell Ave., Suite 2410  
Miami, FL 33131

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Jorge E. Otero, Esq., 75 Valencia Avenue, Second Floor, Coral Gables, Florida 33134.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the

corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of August, 2008.


  
Jorge E. Otero, Incorporator

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jorge E. Otero, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of August, 2008.

My Commission Expires:

  
NOTARY PUBLIC, STATE OF  
FLORIDA

NOTARY PUBLIC-STATE OF FLORIDA  
Martha A. Wahl  
Commission #DD518777  
Expires: FEB. 14, 2010  
Bonded Under Florida Bonding Company

AUG. 1. 2008 4:39PM

C S O E. OTERO & ASSOCIATES, P. A.

NO. 070.71 P. 55

**CERTIFICATE OF REGISTERED AGENT**  
**OF**  
**RP 50, INC.**

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That RP 50, INC., organized under the laws of the State of Florida with its principal office in Miami, Florida, has named Jorge E. Otero, & Associates, P.A., 75 Valencia Avenue, Second Floor, Coral Gables, Florida 33134, County of Miami-Dade, agent to accept service of process within the State.

**ACKNOWLEDGMENT**

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.

Dated this 1 day of August, 2008.

JORGE E. OTERO & ASSOCIATES,  
P.A.

By: 

Jorge E. Otero, President

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