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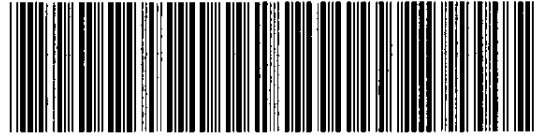
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T. Bureh APR 9 2009

LAW OFFICES

WARCHOL, MERCHANT & ROLLINGS, LLP

A FLORIDA LIMITED LIABILITY PARTNERSHIP

FEIN 59-2851736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Circuit Court Mediator
MARK A. HOROWITZ, PA
CHARLES C. JONES, II, PA
ANNETTE GIARDINA HABER
J. DERRICK MAGINNESS

1633 SOUTHEAST 47TH TERRACE
CAPE CORAL, FLORIDA 33904
OR
POST OFFICE BOX 100767
CAPE CORAL, FLORIDA 33910

(239) 542-0700
FAX (239) 542-5689
FIRM EMAIL: WWW.WMRLAWOFFICE.COM
JONES@WMRLAWOFFICE.COM

March 23, 2009

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle, West
Tallahassee, Florida 32301

Re: **Articles of Incorporation, R & S GROUP, INC.**

Dear Secretary:

Enclosed, please find the Articles of Incorporation for **R & S GROUP, INC.**. The appropriate filing fee in the amount of \$130.00 is enclosed. Please feel free to contact me should you have any questions.

Very Truly Yours,

Charles C. Jones, II, Esquire
Signed in Absence to Avoid Delay

Charles C. Jones, II, Esquire

CCJ/dl
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 25, 2009

CHARLES C. JONES, II, ESQ.
PO BOX 100767
CAPE CORAL, FL 33910

SUBJECT: R & S GROUP, INC.
Ref. Number: W09000014083

We have received your document for R & S GROUP, INC. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 909A00010130

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STATE OF FLORIDA
ARTICLES OF INCORPORATION

OF

R & S TECHNOLOGIES GROUP, INC.

The undersigned, acting as the incorporator of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby sets forth and declares:

CHARTER

Article I

The name of the corporation shall be **R & S TECHNOLOGIES GROUP, INC..**

Article II

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

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of one dollar (\$1.00) par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

Article V

The mailing address of the corporation shall be 5821 Silvery Lane, City of Fort Myers, County of Lee, in the State of Florida. The location of the corporation is 5821 Silvery Lane, Fort Myers, Florida 33919. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) nor more than three (3) directors, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholder of the Corporation. The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until his successors shall have been elected and qualified, is as follows:

Ian Schmoyer
5821 Silvery Lane
Fort Myers, Florida 33919

Article VIII

The Officer by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding his office for such term and having such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officer who shall conduct the business of the corporation until his successors are elected and qualified following the first meeting of the Board of Directors shall be:

Ian Schmoyer
5821 Silvery Lane
Fort Myers, Florida 33919

President, Secretary, and Treasurer

Article IX

The name and post office address of the incorporator and initial subscriber of this corporation, with the number of shares subscribed for, is as follows:

Ian Schmoyer
5821 Silvery Lane
Fort Myers, Florida 33919

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is 1633 Southeast 47th Terrace, Cape Coral, Florida 33904, and the name of the initial

registered agent of this corporation at that address is Charles C. Jones, II, Esquire.

Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him or her in connection with or arising out of any claim, demand, action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been a director or officer of the

corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he or she finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his or her duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he or she may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XVI


The shareholders of this corporation desire to elect sub "S" treatment by the Internal Revenue Service and any shareholder agrees to such election.

Article XVII

A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the

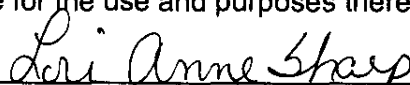
outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at 12 AM (PM) this 30 day of MARCH, 2009.


Ian Schmoyer

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 30 day of March, 2009, by Ian Schmoyer, who is personally known to me or who has produced _____ as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.


Print Name: Lori Anne Sharp
Notary Public

My commission expires:



Lori Anne Sharp
Commission # DD545766
Expires June 7, 2010
Bonded Troy Fawn - Insurance Inc. 800-385-7019

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First That **R & S TECHNOLOGIES GROUP, INC.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers, County of Lee, State of Florida, has named Charles C. Jones, II, Esquire, located at 1633 Southeast 47th Terrace, Cape Coral, Florida 33904, as its agent to accept service of process within this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: _____

Charles C. Jones, II, Esquire,
Registered Agent

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CLERK OF DISTRICT COURT
STATE OF FLORIDA