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J. Shivers JUN 02 2009

Sunstate Research  
Requester's Name

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. RSR USA, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
RSR USA, INC.

ARTICLE I – NAME

The name of this Corporation is RSR USA, Inc. and its address is 1500 Miami Center (RJS) 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 1500 Miami Center (RJS), 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than two (2). The names and addresses of the initial Director of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Renato S. Rider	201 South Biscayne Boulevard, Suite 1500 Miami, FL 33131
A. Katherina Vindrola	201 South Biscayne Boulevard, Suite 1500 Miami, FL 33131

#### ARTICLE VII – BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or the Directors.

#### ARTICLE VIII – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX – INCORPORATOR

The name of the person signing these Articles is Raul J. Salas and his address is 201 S. Biscayne Boulevard, Suite 1500, Miami, FL 33131.

#### ARTICLE X – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29<sup>th</sup> day of May, 2009.

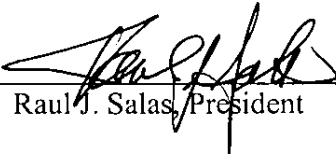
  
\_\_\_\_\_  
Raul J. Salas, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 29<sup>th</sup> DAY OF MAY, 2009.

CORPORATION COMPANY OF MIAMI,  
Registered Agent

By:   
Raul J. Salas, President

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