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2010 FEB - 8 P 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-9-10
01-6-2

DENNIS M. BOYCE, P.A.

Attorney

February 4, 2010

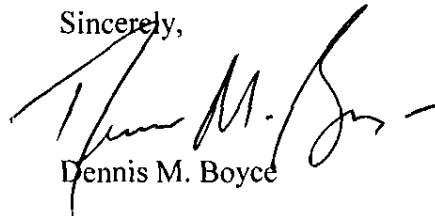
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: RCI Innovations, Inc.

Dear Sir/Madam:

Enclosed for filing please find the original and two copies of the above referenced articles of incorporation. Also enclosed please find a check made payable to "Secretary of State" in the amount of \$70.00 for the filing fee and a self addressed stamped envelope for your use in returning a stamped copy and receipt.

Sincerely,

A handwritten signature in black ink, appearing to read "Dennis M. Boyce", with a long horizontal stroke extending to the right.

Dennis M. Boyce

ARTICLES OF INCORPORATION
OF
RCI INNOVATIONS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is RCI INNOVATIONS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The initial registered office of this corporation shall be:
480 Maplewood Drive, #5
Jupiter, FL 33458

and the initial registered agent of this corporation at such office shall be:

Dennis M. Boyce
who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than three. The names and addresses of the directors constituting the initial Board of Directors are:

Gregory M. Fusca 2808 Amelia Drive, #106
Palm Beach Gardens, FL 33410

John F. MacPherson 145 Barefoot Cove
Hypoluxo, FL 33462

ARTICLE VII - PRINCIPAL OFFICE OF CORPORATION

The principal address of this corporation shall be:

777 South Flagler Drive, Suite 800
West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATION

The name and street address of the person signing these Articles of Incorporation is:


Gregory M. Fusca 2808 Amelia Drive, #106
Palm Beach Gardens, FL 33410

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.



Gregory M. Fusca

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of RCI INNOVATIONS, INC. were acknowledged before me this 4th day of February, 2010 by Gregory M. Fusca who is personally known to me.

NOTARY PUBLIC-STATE OF FLORIDA
Dennis M. Boyce
Commission #DD930012
Expires: OCT. 18, 2013
BONDED THRU ATLANTIC BONDING CO., INC.



Notary Public

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the
following is submitted in compliance with said Act:

That RCI INNOVATIONS, 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 Jupiter,
County of Palm Beach, State of Florida, has named

DENNIS M. BOYCE

as Resident Agent, located at

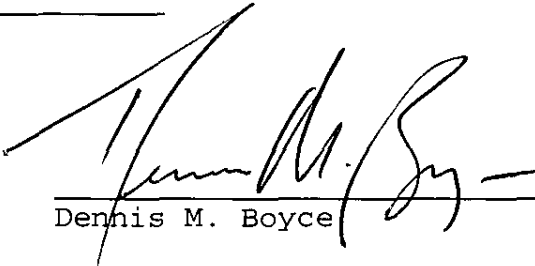
480 Maplewood Drive, #5
Jupiter, FL 33458

City of West Palm Beach, County of Palm Beach, State of Florida, as
its agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for RCI
INNOVATIONS, INC. at the place designated in the Articles of
Incorporation, Dennis M. Boyce agrees to act in this capacity and
agrees to comply with the provisions of Section 48.091 relative to
keeping open such office.

Dated 2/4/10


Dennis M. Boyce

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TALLAHASSEE, FLORIDA