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B McKnight MAY 19 2010



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 386687 134074A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : May 18, 2010

ORDER TIME : 9:34 AM

ORDER NO. : 386687-015

CUSTOMER NO: 134074A

DOMESTIC FILING

NAME: RPG HOLDINGS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young - EXT. 2962

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION OF**  
**RPG HOLDINGS, INC.**

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is **RPG HOLDINGS INC.** ("**Corporation**").

**ARTICLE II**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

The Corporation's business and purpose shall consist solely of the following:

- (i) The acquisition, ownership and management of one-tenth of one percent (0.1%) interest in real estate projects (the "**Personal Property**"); and
- (ii) to engage in such other lawful activities permitted to corporations by the Florida General Corporation Act (the "**Act**") as are incidental, necessary or appropriate to the foregoing.

**ARTICLE IV**

The aggregate number of shares of stock which the Corporation has authority to issue is 1,000 shares, no par value.

**ARTICLE V**

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

**ARTICLE VI**

The principal place of business of the Corporation shall be Palm Beach County, Florida, and its mailing address shall be:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 MAY 18 AM 10:13

101 Plaza Real South, Suite 200  
Boca Raton, Florida 33432

#### ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

Joe Carosella

101 Plaza Real South, Suite 200  
Boca Raton, Florida 33432

#### ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

##### NAME

##### ADDRESS

Joe Carosella, Vice-President and  
Secretary

101 Plaza Real South, Suite 200  
Boca Raton, Florida 33432

Louis Carosella, Vice President

101 Plaza Real South, Suite 200  
Boca Raton, Florida 33432

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

#### ARTICLE IX

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other

enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**ARTICLE X**

The name and address of the Incorporator of the Corporation are as follows:

**NAME**

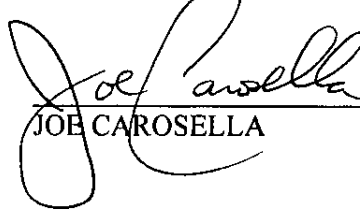
**ADDRESS**

Joe Carosella

101 Plaza Real South, Suite 200  
Boca Raton, Florida 33432

IN WITNESS WHEREOF, I have hereunto set my hand this 17<sup>th</sup> day of May, 2010.

INCORPORATOR

  
\_\_\_\_\_  
JOE CAROSELLA *ee*

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May, 2010 by JOE CAROSELLA, ☐ who is personally known to me or ☐ who has produced his Florida Driver's License as identification.



MARJORIE FELDMAN  
MY COMMISSION # DD 555733  
EXPIRES: June 17, 2010  
Bonded Thru Budget Notary Services

  
\_\_\_\_\_  
Notary Public

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **RPG HOLDINGS, INC.**
2. The name and address of the registered agent and office is:

Joe Carosella

101 Plaza Real South, Suite 200  
Boca Raton, Florida 33432

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.

By: Joe Carosella  
JOE CAROSELLA *al*  
Dated: 5/17, 2010

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TALLAHASSEE, FLORIDA  
10 MAY 18 AM 10:13

STATE OF FLORIDA                    }  
  } ss  
COUNTY OF PALM BEACH        }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Joe Carosella, and who is personally known to me ( ) or who did furnish a Florida Driver's License for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 17<sup>th</sup> day of May, 2010

Marjorie Feldman  
NOTARY PUBLIC

