

To: The Florida Dept. of State
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Division of Corporations

Smith

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**FLORIDA PROFIT/NON PROFIT CORPORATION
RTS-TMS, INC.**

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**ARTICLES OF INCORPORATION
OF
RTS-TMS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act (the "Florida Act"), adopts the following articles of incorporation for such corporation (the "Corporation"):

**Article 1
Name**

The name of the Corporation is RTS-TMS, Inc.

**Article 2
Principal Office and Mailing Address**

The street address of the Corporation's principal office and mailing address is 122 Linsley Avenue, Suite B, Brandon, Florida 33511.

**Article 3
Capital Stock**

Section 3.1. Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 1,500,000 shares, of which 1,000,000 shares shall be common stock, par value \$0.01 per share ("Common Stock"), and 500,000 shares shall be preferred stock, par value \$0.01 per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the Florida Act, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the Florida Act.

Section 3.2. Common Stock.

(a) *Relative Rights.* The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as set forth in the Articles of Amendment to these Articles of Incorporation that may hereafter be filed pursuant to Section 607.0602 of the Florida Act to establish the respective class or series of the Preferred Stock. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

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(b) *Voting Rights.* Except as otherwise provided in these Articles of Incorporation, except as otherwise provided by the Florida Act, and except as may be determined by the Board of Directors with respect to the Preferred Stock, only the holders of Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Upon any such vote, each holder of Common Stock shall, except as otherwise provided by the Florida Act, be entitled to one vote for each share of Common Stock held by such holder.

(c) *Dividends.* Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(d) *Dissolution, Liquidation, Winding Up.* In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

Section 3.3. Preferred Stock.

(a) *Issuance, Designations, Powers, Etc.* The Board of Directors is expressly authorized, subject to the limitations prescribed by the Florida Act and the provisions of these Articles of Incorporation, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation, which, pursuant to Section 607.0602(4) of the Florida Act shall be effective without shareholder action, for the issuance from time to time of the shares of the Preferred Stock in one or more classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designations, powers, preferences and other rights of the shares of each such class or series and to fix the qualifications, limitations and restrictions thereon, including, but without limiting the generality of the foregoing, the following:

- (i) the number of shares constituting that class or series and the distinctive designation of that class or series;

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- (ii) the dividend rate on the shares of that class or series, whether dividends shall be cumulative, noncumulative or partially cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that class or series;
- (iii) whether that class or series shall have voting rights, in addition to the voting rights provided by the Florida Act, and, if so, the terms of such voting rights;
- (iv) whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (v) whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (vi) whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;
- (vii) the rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and
- (viii) any other relative powers, preferences, and rights of that class or series, and qualifications, limitations or restrictions on that class or series.

(b) *Dissolution, Liquidation, Winding Up.* In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each class or series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such class or series.

Section 3.4. No Preemptive Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation

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any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or thereafter authorized.

Article 4
Registered Agent and Office

The street address of the Corporation's current registered office is CorpDirect Agents, Inc., and the name of the Corporation's current registered agent at that address is 515 East Park Avenue, Tallahassee, FL 32301.

Article 5
Purpose

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

Article 6
Powers

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article 7
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Act is amended after the filing of these Articles of Incorporation of which this Article 7 is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Act as so amended.

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Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article 8
Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated

Date: June 7, 2010



David M. Doney, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for RTS-TMS, Inc., at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

CORPDIRECT AGENTS, INC.

By: Katie Wonsch

Name: Katie Wonsch

Its: Assistant Secretary

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