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Florida Department of State
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: LLynch@wmrcpa.com**FLORIDA PROFIT/NON PROFIT CORPORATION****RMG HoldingsGroup, Inc.**

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

RMG Holdings Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7021 Falls Road East
Boynton Beach, FL 33437

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Marcia Goldman
7021 Falls Road East
Boynton Beach, FL 33437

Prepared By:

Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-636-3940

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ARTICLE V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Robert Grifka - President/Director
153 West 27th Street, Suite 500, New York, NY 10001

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Robert Grifka
153 West 27th Street, Suite 500, New York, NY 10001

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

17th day of January 2012



Robert Grifka
Signature

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LA WS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE
REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: RMG Holdings Group, Inc.

2. The name and address of the registered agent and office is:

Marcia Goldman

Name


7021 Falls Road East

(P.O. Box or Mail Drop Box NOT Acceptable)

Boynton Beach, FL 33437

(City / State / Zip)

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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Marcia Goldman
SIGNATURE

01/17/2012

(Date)

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