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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION HAR 30 PH 12: 03

OF

SECRETARY OF STATE TALLAHASSEE FLORIDA

RHYMES, SHIELDS & WADE, INC.

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

ARTICLE I: NAME

The name of the corporation is RHYMES, SHIELDS & WADE, IMC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 10 Fairway Dr., Suite 303, Deerfield Beach, FL 33441.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of five cents (\$.05) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Bart A. Houston of Houston & Shahady, P.A., 100 N.E. 3rd Ave., Suite 850, Ft. Lauderdale, FL 33301.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

P/D Roger Rhymes

V/D Michael Wade

S/T/D Julie Shields

10 Fairway Dr., Suite 303, Deerfield Bch., FL 33441

The undersigned has executed these Articles of Incorporation this 30th day of March, 1995.

Capital Connection, Inc.

Barbara Neeley - President

Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGRET/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

c. Wode Inc.

2. The name, and attract address of the registered agent and office is: Darf A. Houston of Houston & Shahady, P.A., 100 N.E. 3rd Ap. #850,

Ft. Lauderdale, F1 33301

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.

Bart H