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TALLAHASSEE, FL 32301
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904-222-0193 FAX

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ACCOUNT NO. 07210000

REFERENCE : 583199 135076A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 21, 1995

ORDER TIME : 10:55 AM

ORDER NO. : 583199

CUSTOMER NO: 135076A

CUSTOMER: Bryan W. Bauman, Esq
WALLACE BAUMAN FODIMAN AND
SHANNON
Sixth Floor
2222 Ponce De Leon Boulevard
Coral Gables, FL 33134

100001462251
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****122.50 ****122.50

DOMESTIC FILING

NAME: *First* THE RESOURCE GROUP, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN

APR 25 1995

FILED
95 APR 24 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE RESOURCE GROUP, INC.
Ref. Number: W95000008659

We have received your document for THE RESOURCE GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 195A00019010

**ARTICLES OF INCORPORATION
OF
FIRST RESOURCE GROUP, INC.**

FILED
95 APR 24 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

FIRST RESOURCE GROUP, INC.

ARTICLE II

This corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value</u> | <u>Class of Stock</u> |
|------------------------------------|------------------|-----------------------|
| 10,000,000 | \$.001 | COMMON |

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent, as well as the mailing address of the corporation, are as follows:

BRYAN W. BAUMAN
2222 Ponce de Leon Blvd., 6th Floor
Coral Gables, Florida 33134

ARTICLE VI

The name and address of the first director of this corporation is:

LEE ROUGH
3500 Mystic Pointe Drive
Apt. 3104
Aventura, Florida 33180

ARTICLE VII

The name and address of the Incorporator is:

Bryan W. Bauman, Esq.
100 S.E. Second Street, Suite 2100
Miami, Florida 33131

ARTICLE VIII

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any

action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way

interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 22 day of April, 1995.

 (SEAL)
BRYAN W. BAUMAN

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in
Compliance with said Act:

FIRST Resource Group, Inc.

desiring to organize under the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at 2222 Ponce de Leon Blvd., 6th Floor, Coral
Gables, Fl. 33134, named Bryan W. Bauman as its agent to accept service of process within
this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping said office open.

 (SEAL)
BRYAN W. BAUMAN, Registered Agent

FILED
APR 24 10 56 AM '95
TALLAHASSEE, FLORIDA
SECRETARY OF STATE