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JEROME F. SKRANDEL

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July 24, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED 1547358
-07/27/95--01037--007
***122.50 ***122.50

Re: ARTICLES OF INCORPORATION FOR: RJS GROUP, INC.

Gentlemen:

Please file with the Secretary of State, Division of Corporations, the enclosed original and copy of the Articles of Incorporation and Resident Agent for the above captioned proposed corporation.

Please have the Secretary of State endorse his approval of the Articles of Incorporation on the copy, certify it and return same to this office.

Attached is a check for the sum of \$122.50 payable to the Secretary of State to cover the following:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent	35.00
Total	122.50

Your earliest completion of this request will be appreciated.

Sincerely,

Jerome F. Skrandel
Jerome F. Skrandel

JFS:ps
enclosures

SN
7/31/95

**ARTICLES OF INCORPORATION
OF
RJS GROUP, INC.**

I the undersigned, hereby make and file these Articles to become a Florida corporation for profit.

ARTICLE 1. The name of the corporation shall be RJS GROUP, INC. The address of the principal office and the mailing address of the corporation is 2804 Cambridge Road, Lantana, Florida 33462.

ARTICLE 2. This corporation shall have: perpetual duration, commencing with the time of the filing of its Articles of Incorporation by the Department of State; succession in its corporate name; all of the same powers as an individual to do all things necessary or convenient to carry out its business and affairs; and, all general and emergency powers provided for corporations pursuant to Chapters 607.0302 and 607.0303 of the Florida Statutes.

ARTICLE 3. The general purposes for which this corporation is initially organized are to engage in the advertising business, business marketing, sales and promotions, business sales consultants, and the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607.0301 of the Florida Statutes.

ARTICLE 4. The aggregate number of shares which the corporation shall have authority to issue shall be of one class only and shall consist of Five Hundred (500) shares of common stock with a par value of One Dollar per share.

ARTICLE 5. The street address of its initial registered office shall be 2804 Cambridge Road, Lantana, Florida 33462, and the name of its initial registered agent at said address shall be Robert J. Skrandel, who is appointed registered agent pursuant to the provisions of Chapter 607 of the Florida Statutes for all purposes required by law, including the acceptance of service of process.

ARTICLE 6. The number of directors of this corporation shall be One (1).

ARTICLE 7. The following are the names and addresses of the initial directors of this corporation, who shall hold office for the first year or until their successors are chosen:

Robert J. Skrandel
2804 Cambridge Road
Lantana, Florida 33462

ARTICLE 8. The corporation shall have the following officers: President, Secretary and Treasurer. The following are the names and addresses of the first officers of this corporation who shall hold office for the first year or until their successors are chosen:

President: Robert J. Skrandel
2804 Cambridge Road
Lantana, Florida 33462
Secretary Robert J. Skrandel
2804 Cambridge Road
Lantana, Florida 33462
Treasurer: Robert J. Skrandel
2804 Cambridge Road
Lantana, Florida 33462

ARTICLE 9. The following is the name and address of the incorporator of this corporation, the number of shares of stock for which he has subscribed, and the value of the consideration he has paid therefor:

Robert J. Skrandel
2804 Cambridge Road
Lantana, Florida 33462

who has subscribed for 100 Shares of common stock, having a par value of \$100.00, for which he has paid a consideration of \$500.00.

ARTICLE 10. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the directors of the corporation, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

I, the undersigned incorporator, being the original subscriber to these Articles of Incorporation and to the capital

stock as herein set forth, do hereby make and file this certificate hereby declaring and certifying the facts herein stated are true.

IN WITNESS WHEREOF, I have herunto set my hand and seal this 22 day of ~~June~~ ^{July}, 1995.


Robert J. Skrandel

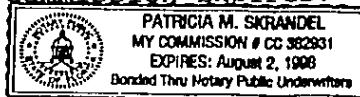
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of ~~June~~ ^{July}, 1995, by Robert J. Skrandel, President, Director, and Registered Agent of RJS GROUP, INC., on behalf of the corporation. He is personally known to me and has produced his driver's license as identification and he did take an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the County and State aforesaid, this 22nd day of ~~June~~ ^{July}, 1995.


Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I, Robert J. Skrandel, am familiar with, and accept, all of the obligations of a resident agent for a Florida corporation, and I hereby accept my simultaneous appointment herein as Registered Agent of RJS GROUP, INC. pursuant to the provisions of Chapter 607 of the Florida Statutes, for all purposes required by law, including service of process, this 22 day of ^{July}~~June~~ 1993.


Robert J. Skrandel