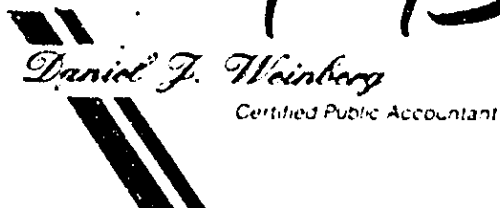


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MEMBER  
American Institute of CPA's  
New York State Society of CPA's  
Florida Institute of CPA's

FILED  
SEP - 6 PM 7:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 31 , 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SEP 11 1995  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*

RE: RMB CONSULTING CORPORATION, INC.

To Whom It May Concern:

Enclosed are original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees.

Please send acknowledgement receipt to:

RMB CONSULTING CORPORATION, INC.  
c/o Daniel J. Weinberg, CPA  
23123 State Road 7, Suite 301  
Boca Raton, FL 33428

Very truly yours,

Daniel J. Weinberg  
Certified Public Accountant

DJW/bz  
ENCL.

F. CHESSEY SEP 7 1995

ARTICLES OF INCORPORATION

OF

RMB CONSULTING CORPORATION, INC.

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:

RMB CONSULTING CORPORATION, INC.

ARTICLE II - PRINCIPAL OFFICE

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

3601 WEST INVERRARY BLVD.  
LAUDERHILL, FL 33319

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 AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

RANDY BERLINER  
3601 WEST INVERRARY BLVD.  
LAUDERHILL, FL 33319

ARTICLE V - INCORPORATOR(S)

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

RANDY BERLINER  
3601 WEST INVERRARY BLVD.  
LAUDERHILL, FL 33319

The undersigned has(have) executed these Articles of Incorporation this 29<sup>th</sup> day of August, 1995.

Randy Berliner  
RANDY BERLINER

FILED  
1995 SEP-8 PM 7:07  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE VI - PURPOSE

Business Purpose: TO PROVIDE CONSULTING SERVICES TO BUSINESSES IN  
THE COMMUNICATION FIELD.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the Corporation is:

RMB CONSULTING CORPORATION, INC.

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

RANDY BERLINER  
3601 WEST INVERRARY BLVD.  
LAUDERHILL, FL 33319

*Randy Berliner*  
RANDY BERLINER

*8/28/95*  
DATE

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 POSITIONS AS REGISTERED AGENT.

*Randy Berliner*  
RANDY BERLINER

*8/29/95*  
DATE

CONSENT TO OBTAIN ASSISTANCE IN THE PREPARATION  
OF ARTICLES OF INCORPORATION FOR  
RMB CONSULTING CORPORATION, INC.

BE IT KNOWN, that the office of DANIEL J. WEINBERG, CPA has provided assistance to the undersigned in filing Articles of Incorporation with Florida Department of State, Division of Corporations.

Each Corporation is a separate entity and as such has specific goals, needs and requirements. It is therefore recommended by this office that corporate documents be reviewed by your legal counsel. We have provided assistance only in filing your Articles of Incorporation, providing a tax and accounting service and do not attempt to render any legal advice.

The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

I(WE), THE UNDERSIGNED INCORPORATOR(S), HEREBY GRANTS PERMISSION TO DANIEL J. WEINBERG, CPA TO ASSIST IN FILING ARTICLES OF INCORPORATION FOR RMB CONSULTING CORPORATION, INC. WITH THE FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS.

FILED  
SEP -6 PM 7:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Randy Berliner  
RANDY BERLINER

8/28/95  
DATE