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CAROLYN ORR

20533 Biscayne Boulevard • Suite # 4265 • Miami, Florida 33180 USA
Telephone 305 935 6610 • Fax 305 935 6057

June 4, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

200001852142
-06/05/96--01000--019
****122.50 ****122.50

RE: Articles of Incorporation for **RESOURCE DEVELOPMENT ASSOCIATES, INC.**

Gentlemen:

Attached is a check in the amount of \$122.50 in order to file the Articles of Incorporation for:

RESOURCE DEVELOPMENT ASSOCIATES, INC.

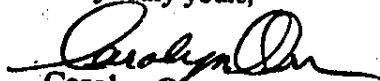
and receive a certified copy of the filing by return mail.

If there is (are) any additional requirement(s), please notify me. I may be reached at the above address and telephone number.

I have enclosed a self-addressed stamped envelope for your convenience.

Thank you.

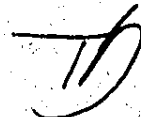
Very truly yours,


Carolyn Orr

CO:cj

FILED
96 JUN -5 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/7/96



**ARTICLES OF INCORPORATION
of
RESOURCE DEVELOPMENT ASSOCIATES, INC.**

FILED
JUN -5 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is:

RESOURCE DEVELOPMENT ASSOCIATES, INC.

Article II - Duration

This corporation shall exist perpetually, commencing on the date of incorporation.

Article III - Purpose

The nature of the business or purposes to be conducted or promoted are: to manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles of property of all kinds; to render services of all kinds; and to engage in any lawful act or activity permitted by the laws of the United States or for which corporations may be organized under the Corporation Law of the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of \$1.00 par value stock, which shall be designated common shares.

Article V - Address

The post office address of the place at which the principal office of the corporation in this state will be located is:

20533 Biscayne Boulevard
Suite # 4265
Miami, Florida 33180

Article VI - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names of the initial directors of this corporation are:

Carolyn Orr
20533 Biscayne Boulevard
Suite #4265
Miami, Florida 33180

Richard Wethington
1540 Trillo Avenue
Coral Gables, Florida 33146

Michael LaRose
41 Kimberly Court
Sparta, New Jersey 07871

Article VII - Alteration of By-Laws

The power to alter, amend or repeal the By-laws or to adopt new By-Laws shall be vested in the Board of Directors; provided, however, that the By-Laws or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by a vote of the shareholders entitled to vote for the election of directors or a new By-Law in lieu thereof may be adopted by vote of such shareholders. No By-Law which has been altered, amended or adopted by such a vote of the shareholders may be altered amended or repealed by vote of the directors until; two (2) years shall have expired since such action by vote of such shareholders.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Carolyn Orr
20533 Biscayne Boulevard
Suite #4265
Miami, Florida 33180


Article IX - Indemnification

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article X - Registered Agent

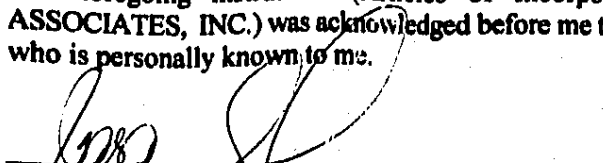
The corporation designates Carolyn Orr, located at 20533 Biscayne Boulevard, Suite #4265, Miami, Florida 33180 as its registered agent to accept service of process with this State pursuant to Chapter 48.091, Florida Statutes.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation, this 4th day of June 1996


Carolyn Orr, Incorporator

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument (Articles of Incorporation for RESOURCE DEVELOPMENT ASSOCIATES, INC.) was acknowledged before me this 4th day of June 1996, by CAROLYN ORR, who is personally known to me.


Notary Public



exp 1/25/2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR 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, that **RESOURCE DEVELOPMENT ASSOCIATES, INC** desiring to organize under the laws of the State of Florida, with its principal address indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Carolyn Orr, located at 20533 Biscayne Boulevard, Suite #4265, Miami, Florida 33180 as its agent to accept service of process within this State.

Second, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Carolyn Orr, Registered Agent