

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-22-0393 FAX

796000084877



PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 103416 11349A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizutto

ORDER DATE : September 30, 1996

ORDER TIME : 3:59 PM

ORDER NO. : 103416-015

CUSTOMER NO: 11349A

100001873741--8

CUSTOMER: Josh Bennett, Esq
JOSH BENNETT, ESQ
4081 Hardie Road

Miami, FL 33133

DOMESTIC FILING

NAME: RESOLUTION CORPORATION OF
AMERICA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED
96 OCT 15 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 15 AM 8 35
DIVISION OF CORPORATION
KR
10-15-96

ARTICLES OF INCORPORATION

- OF -

RESOLUTION CORPORATION OF AMERICA

FILED
96 OCT 15 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **RESOLUTION CORPORATION OF AMERICA**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office for service of process of this corporation is 200 S. Biscayne Blvd., Ste. 1050, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is Josh N. Bennett, Esq. The mailing address and

principal business office address for the Company is 1525 NW 167th Street, Ste. 300, Miami, Florida 33169.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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

(1). The name and addresses of the initial director of this corporation is:

<u>NAMES</u>	<u>ADDRESS</u>
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MICHAEL OVERS

c/o: 1525 NW 167th Street,
Ste. 300
Miami, Florida 33169

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
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JOSH N. BENNETT, ESQ.

200 S. Biscayne Blvd., Ste. 1050,
Miami, Florida 33131

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 27th day of September, 1996.



JOSH N. BENNETT

STATE OF FLORIDA

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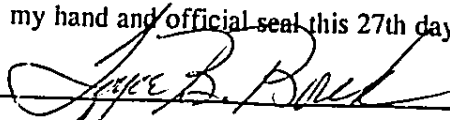
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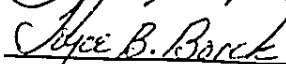
COUNTY OF DADE

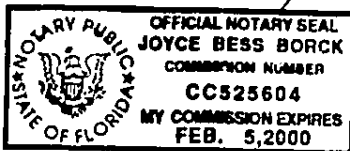
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BEFORE ME, the undersigned authority, personally appeared **JOSH N. BENNETT**, to me known to be the individual described in and who executed the foregoing Articles of Incorporation as subscriber thereto, who is personally known to me ~~or who has provided me with~~ as identification, and who did/did not take an oath.

WITNESS my hand and official seal this 27th day of September, 1996.



 , NOTARY PUBLIC,
State of Florida at Large



My Commission Expires: 2/5/2000

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Incorporation of

RESOLUTION CORPORATION OF AMERICA

and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, RESOLUTION CORPORATION OF AMERICA desiring to organize as a corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **JOSH N. BENNETT** as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



JOSH N. BENNETT
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA