

**LAW OFFICE**  
**RICHARD B. SABRA, P.A.**  
ADMITTED IN FLORIDA AND CALIFORNIA

TAXATION  
CORPORATION AND BUSINESS LAW  
WILLS, TRUSTS, ESTATE PLANNING,  
ELDER LAW AND PROBATE

**FILED**  
96 OCT 21 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUITE 208  
4601 SHERIDAN STREET  
HOLLYWOOD, FLORIDA 33021

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October 17, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

700001882377--5  
-10/22/96--01046--005  
\*\*\*\*122.50 \*\*\*\*122.50

RE: R.M.D. GROUP, INC.

Dear Sir/Madam::

Enclosed is the original and one copy of Articles of Incorporation for the above-referenced proposed corporation.

Enclosed is check number 684 payable to the Secretary of State in the amount of One Hundred Twenty-Two 50/100 Dollars (\$122.50) as and for filing fees.

Please prepare a certified copy of the said Articles of Incorporation, endorse your approval thereon, and return the certified copy to me.

If, for any reason, the enclosed documents are insufficient to issue charters for the proposed corporations, PLEASE CALL ME COLLECT.

Sincerely,

  
RICHARD B. SABRA, ESQ.

RBS/kf  
Encls.

cc: R.M.D. GROUP, INC.

PK  
10/22/96

ARTICLES OF INCORPORATION

OF

R.M.D. GROUP, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of the Corporation is R.M.D. GROUP, INC.

Article II - Principal Office

The principal place of business and mailing address of the Corporation is 1221 Brickell Avenue, Suite 920, Miami, Florida 33131. The Board of Directors of the Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article III - Duration

The Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article V - Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock.

Article VI - Initial Registered Agent and Address

The name and address of the initial registered agent of the Corporation is Richard B. Sabra, Esq., 4601 Sheridan Street, Suite 208, Hollywood, Florida 33021.

Article VII - Incorporator

The name and address of the incorporator is: Robert B. Diener, 1221 Brickell Avenue, Suite 920, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14 day of October, 1996.

  
\_\_\_\_\_  
ROBERT B. DIENER

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

FILED

96 OCT 21 PM 2:41

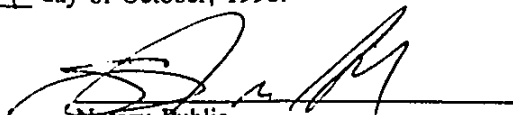
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared ROBERT B. DIENER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 14 day of October, 1996.



STACEY M. RUSSELL  
My Commission CC331247  
Expires Nov. 18, 1997  
Bonded by HAI  
800-422-1858

  
Notary Public

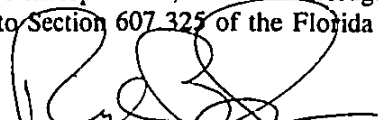
My Commission Expires:

(SEAL)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby certify that I have accepted the appointment as the initial registered agent of R.M.D. GROUP, INC., and agree to serve as its agent to accept service of process within this State at the Registered Office designated in the Articles of Incorporation, and acknowledge that I am familiar with and accept the obligations pursuant to Section 607.325 of the Florida Statutes.

Dated this 17 day of October, 1996

  
RICHARD B. SABRA, ESQ.