

OCT-23 1996

EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: R. RUSSELL ASSOCIATES, INC.

AUDIT NUMBER.....H96000014981

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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**ARTICLES OF INCORPORATION OF**  
**R. RUSSELL ASSOCIATES, INC.**

**ARTICLE I.**  
**NAME**

The name of the Corporation shall be: R. RUSSELL ASSOCIATES, INC. The principal place of business of this Corporation shall be:

100 West Cypress Creek Road  
Suite 930  
Fort Lauderdale, FL 33309

**ARTICLE II.**  
**DURATION**

This Corporation shall exist perpetually commencing on the date these Articles are filed.

**ARTICLE III.**  
**NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV.**  
**CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock which shall be designated "Common Stock".

Prepared By:

Beverly L. Vassel, Esq.  
Trade Centre South, Suite 930  
100 West Cypress Creek Road  
Ft. Lauderdale, FL 33309  
(954) 771-6210  
Florida Bar #323713

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**ARTICLE V.  
ADDRESS**

The street address of the initial Registered Office of the Corporation shall be 100 West Cypress Creek Road, Suite 930, Ft. Lauderdale, Florida 33309. The name of the initial Registered Agent of the Corporation at that address is: Mary Ann Rizzo

**ARTICLE VI.  
DIRECTOR**

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Gary Cooper  
100 West Cypress Creek Road  
Suite 930  
Fort Lauderdale, FL 33309

The name and street address of the Incorporator of these Articles of Incorporation is:

Gary Cooper  
100 West Cypress Creek Road  
Suite 930  
Fort Lauderdale, FL 33309

**ARTICLE VII.  
RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

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**ARTICLE VIII.**  
**BY-LAWS**

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

**ARTICLE IX.**  
**POWERS**

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

**ARTICLE X.**  
**INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, of any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI.**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of October, 1996.

  
Gary Cooper

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STATE OF FLORIDA

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COUNTY OF BROWARD

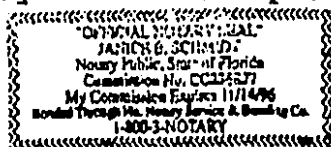
BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Cooper, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 10<sup>th</sup> day of October, 1996.

  
NOTARY PUBLIC

JANICE SCHMIDT  
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT OF R. RUSSELL ASSOCIATES, INC.

Having been named to accept service of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

Mary Ann Rizzo

By:

Mary Ann Rizzo  
Mary Ann Rizzo

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Mary Ann Rizzo, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

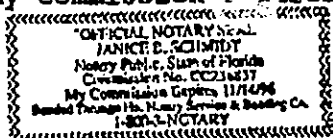
WITNESS my hand and seal this 10<sup>th</sup> day of October, 1996.

Janice B. Schmidt  
NOTARY PUBLIC

JANICE SCHMIDT

TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:



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