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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.S.D. ASSOCIATES, INC.

AUDIT NUMBER.....H96000015788

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION
OF
R.S.D. ASSOCIATES, INC.

ARTICLE 1. Name: The name of the corporation will be:
R.S.D. ASSOCIATES, INC.

ARTICLE 2. Term of Existence. This Corporation
shall have perpetual existence.

ARTICLE 3. Nature of Business. This Corporation
may engage in any activity or business permitted under the laws of
the United States and of the State of Florida.

ARTICLE 4. Capital Stock. This Corporation is
authorized to issue one thousand (1,000) shares of ONE DOLLAR
(\$1.00) par value common stock.

ARTICLE 5. Voting Rights. Except as otherwise
provided by law, the entire voting power for the election of
Directors and for all other purposes shall be vested exclusively in
the holders of the outstanding common shares.

ARTICLE 6. Preemptive Rights. Every shareholder
upon the sale for cash of any new stock of this corporation of the
same kind, class or series as that which he already holds, shall
have the right to purchase his pro-rata share thereof, (as nearly
as may be done without issuance of fractional shares) at the price
at which it is offered to others.

ARTICLE 7. Initial Registered Office and Agent.
The street address of the initial registered office of this

Prepared by:
Edward Bobick, P.A.
1149 Hillsboro Mile, S 603 N
Hillsboro Beach, Fl. 33062
(954) 427-1358

Bar No. 324949

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Corporation is 1149 Hillsboro Mile, 603N, Hillsboro Beach, Florida 33062, and the name of the initial registered agent of this Corporation at that address is EDWARD BOBICK.

ARTICLE 8. Initial Board of Directors. The Corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director of this corporation is:

EDWARD BOBICK 1149 Hillsboro Mile, 603N
Hillsboro Beach, Florida 33062.

ARTICLE 9. Incorporator. The person signing these Articles of Incorporation has the following name and address:

EDWARD BOBICK 1149 Hillsboro Mile, 603N
Hillsboro Beach, Florida 33062.

ARTICLE 10. Principal Office. The principal offices of the corporation are:

1149 Hillsboro Mile. 603N
Hillsboro Beach, Florida 33062

ARTICLE 11. Amendment. The 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 7th day of November,

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1996.

Edward Bonick

EDWARD BONICK

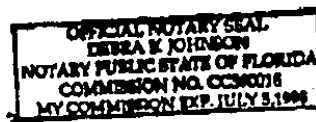
Bar No. 324949

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared EDWARD BONICK, 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 the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 7th day of November, 1996.

[Signature]
NOTARY PUBLIC



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CONSENT TO APPOINTMENT OF REGISTERED AGENT

TO: SANDRA BARRINGER MORTHAM, SECRETARY OF STATE
STATE OF FLORIDA, DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA 32304

I, EDWARD BOBICK, do hereby consent to serve as Registered
Agent for R.S.D. ASSOCIATES, INC.

Edward Bobick

EDWARD BOBICK

ADDRESS OF REGISTERED AGENT:
1149 Hillsboro Mile, 603N
Hillsboro Beach, Florida 33062

STATE OF FLORIDA
COUNTY OF BROWARD

Before me personally appeared, Edward Bobick, to me known
and known to me to be the person described in and who executed the
foregoing Consent to Appointment as Registered Agent, and he
acknowledged to and before me that he executed said instrument for
the purposes therein expressed.

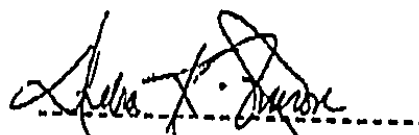
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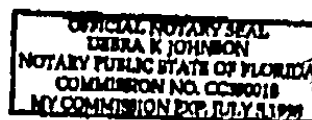
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WITNESS my hand and official seal this 7th day of
November, 1996.



Notary Public
State of Florida



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SECRETARY OF STATE
STATE OF FLORIDA

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