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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: RESEARCH ACCOUNTING CORPORATION, INC.

AUDIT NUMBER.....H9700003213

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION OF  
RESEARCH ACCOUNTING CORPORATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation.

ARTICLE ONE  
NAME

The name of the corporation is RESEARCH ACCOUNTING CORPORATION, INC.

ARTICLE TWO  
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 555 South Federal Highway, Suite 400, Boca Raton, Florida 33432.

ARTICLE THREE  
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR  
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FIVE  
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$.001 per share.

ARTICLE SIX  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 555 South Federal Highway, Suite 400, Boca Raton, Florida 33432 and the name of its initial registered agent at such address is BRENDA LEE HAMILTON.

Brenda Lee Hamilton FL Bar Member 4618  
Brenda Lee Hamilton, P.A.  
555 South Federal Highway, Suite 400  
Boca Raton, FL 33432  
561-392-4868 Fax 561-392-5089

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**ARTICLE SEVEN  
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is one.  
The name and address of the person who is to serve as a member of the initial board of directors is:

Name  
**ROBERT DERRING**

Address  
555 South Federal Highway, Suite 400  
Boca Raton, Florida 33432

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of the initial incorporator is:

Name  
**ROBERT DERRING**

Address  
555 South Federal Highway, Suite 400  
Boca Raton, Florida 33432

Executed by the undersigned at Palm Beach County, Florida on this 24<sup>th</sup> day of  
February, 1997.

  
ROBERT DERRING

Brenda Lee Hamilton FL Bar Member 4618  
Brenda Lee Hamilton, P.A.  
555 South Federal Highway, Suite 400  
Boca Raton, FL 33432  
561-392-4868 Fax 561-392-5089

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

- 1 The name of the corporation is **RESEARCH ACCOUNTING CORPORATION, INC.**
2. The name and address of registered agent and office is **BRENDA LEE HAMILTON** at **555 South Federal Highway, Suite 400, Boca Raton, Florida 33432.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent.

  
Brenda Lee Hamilton

2/24/97

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