

PA7000020249

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

SUBJECT: RST Planning Group, Inc.

Enclosed please find an original and one(1) copy of the
articles of incorporation for the above corporation and
check in the amount of \$122.50.

From: THOMAS P. FLAVIN
1790 Hwy A1A Suite 206
Satellite Beach, Florida 32937
(407)777-2244

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RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

02/31/97

EFFECTIVE DATE

2/20/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF**

RST PLANNING GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

RST Planning Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1370 Hwy A1A Ste. C
Satellite Beach, Fl. 32937

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares of \$1.00 Par Value Common Stock

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Thomas P. Flavin
1790 Highway A1A, Suite 206
Satellite Beach, FL 32937

ARTICLE V INCORPORATOR(S)

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

Richard S. Thompson, Jr.
1370 Hwy A1A Ste. C
Satellite Beach, Fl. 32937

ARTICLE VI 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 VII BYLAWS

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

ARTICLE IX SUBCHAPTER 'S' ELECTION


It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election at the organization meeting hereto.

ARTICLE X I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as Section 1244 Stock pursuant to Sections 1244 of the Internal Revenue Code of 1986.

ARTICLE XI DATE OF INCORPORATION

The effective date of this incorporation shall be February 20, 1997. The undersigned has executed these Articles of Incorporation this 21st day of February, 1997.



Signature

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SECRETARY OF STATE
CORPORATIONS

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 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:

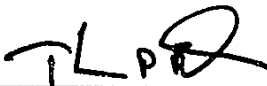
RST Planning Group, Inc.

2. The name and address of the registered agent and office is :

THOMAS P. FLAVIN
1790 HIGHWAY A1A, SUITE 206
SATELLITE BEACH, FLORIDA 32937

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 THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

2/24/97

REGISTERED AGENT FILING FEE: \$35.00