

Charter Number Only
 11497 33 742

Requestor's Name
 Michael P. Striar
 Address
 4601 Sheridan St. #500
 Hollywood FL 33051
 City State ZIP Phone
 #954/966-0003

VALIDATION ONLY

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 -04/15/97--01036--008
 *****70.00 *****70.00

CORPORATION(S) NAME

Residual Value Resources, Inc.

Empire Toll Free: 1-800-432-3028

FILED
 97 APR 15 AM 10:38
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 RECEIVED
 97 APR 15 AM 10:00
 DIVISION OF CORPORATION

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Pick Up
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

ARTICLES OF INCORPORATION
OF
RESIDUAL VALUE RESOURCES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is RESIDUAL VALUE RESOURCES, INC.

ARTICLE II - DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be on the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of consulting and other lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of stock which the corporation is authorized to have outstanding is 1,000 shares of common stock of no par value. Holders of common stock are entitled to vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office of this corporation in the State of Florida is 150 Ocean Lane Drive, #7B, Key Biscayne, Florida 33149. The name and street address of the initial registered

agent of the corporation in the State of Florida are Michael P. Striar, Esquire, 4601 Sheridan Street, Suite 500, Hollywood, Florida 33021.

ARTICLE VI - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws of the corporation.

The name and street address of the initial directors of this corporation are: Paul Domb, 150 Ocean Lane Drive, #7B, Key Biscayne, Florida 33149.

ARTICLE VII - INITIAL OFFICERS OF CORPORATION

The corporation shall have the following officers:

PRESIDENT--PAUL DOMB

The number of officers may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws of the corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Michael P. Striar, Esquire, 4601 Sheridan Street, Suite 500, Hollywood, Florida 33021.

ARTICLE IX - BY-LAWS

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

ARTICLE X - INDEMNIFICATION

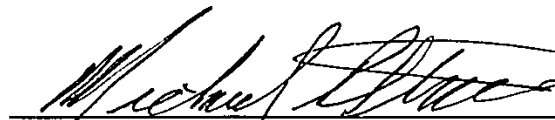
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the

corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

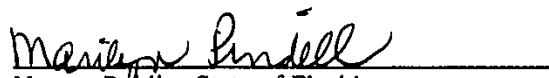
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of April, 1997.


MICHAEL P. STRIAR, Incorporator

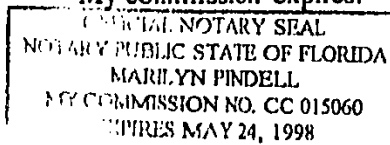
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL P. STRIAR, known to me 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 and he is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 14th day of April, 1997.


Notary Public, State of Florida

My commission expires:



**CERTIFICATE OF RESIDENT AGENT
OF
RESIDUAL VALUE RESOURCES, INC.**

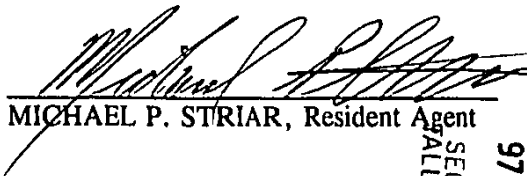
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That RESIDUAL VALUE RESOURCES, INC., desiring to organize under the laws of the State of Florida with its principal office at 150 Ocean Lane Drive, #7B, Key Biscayne, Florida 33149, has named Michael P. Striar, Esquire, located at 4601 Sheridan Street, Suite 500, Hollywood, Florida 33021, as its agent to accept service of process within this state.

A C K N O W L E D G M E N T

Having been made to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 14th day of April, 1997.


MICHAEL P. STRIAR, Resident Agent

FILED
97 APR 15 AM 10:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA