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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

900002153719--7
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*****70.00 *****70.00

The Resource Group International, Inc.

☒ Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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K.M. APR 25 1997

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

THE RESOURCE GROUP INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section
607.0401 is:

The Resource Group International, Inc.

SECOND: The street address of the initial principal office is:

6503 North Military Trail, #4007
Boca Raton, FL 33497

THIRD: The number of shares the Corporation is authorized to issue is One
Thousand (1,000) Shares of Common Stock, all of which are no par value.

FOURTH: Provisions granting preemptive rights are: None.

FIFTH: Provisions for the regulation of the Internal Affairs of the Corporation
are:

5.1 A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended. Any repeal or modification of the provisions of this Article Fifth by the stockholders of the

corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

5.2. The corporation shall indemnify any person who was or is a party or witness, or is threatened to be made a party or witness, to any threatened, pending or completed action, suit or proceeding (including without limitation, an action, suit or proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative (including a grand jury proceeding), by reason of the fact that he or she (a) is or was a director or officer of the corporation or, (b) as a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee, agent, partner or trustee (or in any similar position) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent authorized or permitted by the Florida Business Corporation Act and any other applicable law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, or in connection with any appeal thereof; provided, however, that, except as provided in Section 5.3 of this Article with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such person in connection with an action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such action, suit or proceeding (or part thereof) was authorized by the Board of Directors. Such right to indemnification shall include the right to payment by the corporation of expenses incurred in connection with any such action, suit or proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in advance of the final disposition of such action, suit or proceeding shall be made only upon

delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article Fifth or otherwise.

5.3. Any indemnification or advancement of expenses required under this Article Fifth shall be made promptly, and in any event within sixty days, upon the written request of the person entitled thereto. If a determination by the corporation that the person is entitled to indemnification pursuant to this Article Fifth is required, and the corporation fails to respond within sixty days to a written request for indemnity, the corporation shall be deemed to have approved such request. If the corporation denies a written request for indemnity or advancement of expenses, in whole or in part, or if payment in full pursuant to such request is not made within sixty days, the right to indemnification and advancement of expenses as granted by this Article shall be enforceable by the person in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action or proceeding shall also be indemnified by the corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for the advancement of expenses pursuant to this Article Fifth where the required undertaking has been received by the corporation) that the claimant has not met the standard of conduct set forth in the Florida Business Corporation Act, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including the Board of Directors, independent legal counsel or the stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor the fact that there has been an actual determination by the corporation (including the Board of Directors, independent legal counsel or the stockholders) that the claimant has not met such applicable standard of conduct, shall be a

defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

5.4 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Fifth shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person. Any repeal or modification of the provisions of this Article Fifth shall not affect any obligation of the corporation or any right regarding indemnification and advancement of expenses of a director, officer, employee or agent with respect to any threatened, pending or completed action, suit or proceeding for which indemnification or the advancement of expenses is requested, in which the alleged cause of action accrued at any time prior to such repeal or modification.

5.5 The corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article Fifth, the Florida Business Corporation Act or otherwise.

5.6 If this Article Fifth or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each director and officer of the corporation as to expenses (including attorney's

fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including without limitation, a grand jury proceeding and an action, suit or proceeding by or in the right of the corporation, to the fullest extent permitted by any applicable portion of this Article Fifth that shall not have been invalidated, by the Florida Business Corporation Act or by any other applicable law.

SIXTH: Meetings of stockholders may be held within or without the State of Florida, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in applicable statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the corporation.

SEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

EIGHTH: The street address of the initial registered office of the corporation is 6503 North Military Trail, #4007, Boca Raton, Florida 33497, and the name of its initial registered agent at such address is David Shaw.

NINTH: The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

David Shaw

6503 North Military Trail, #4007
Boca Raton, FL 33497

TENTH: The name and address of each incorporator is:

Donna B. Potember
c/o Gadsby & Hannah
225 Franklin Street
Boston, MA 02110

THE UNDERSIGNED has executed these Articles of Incorporation this 23rd day of April, 1997.

Donna B. Potember
Donna B. Potember
Sole Incorporator

Acceptance by the registered agent as required in section 607.0501 (3) F.S.: David Shaw is familiar with and accepts the obligations provided for in Section 607.0505.

Dated: April 24th 1997

By:

David Shaw

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