

PA7000058046

Abercrombie Accounting, Inc.

Small Business Specialist

16115 SW 117<sup>th</sup> Avenue, Suite 25 • Miami, FL 33177 • (305) 253-8713

June 24, 1997

700002226507--1  
-06/30/97--01039--011  
\*\*\*122.50 \*\*\*122.50

Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

Re: REGO MEDICAL, INC.

Gentleman:

Enclosed for filing is an executed original and one copy of the Articles of Incorporation of the above referenced corporation and a Certificate of Registered Agent. Enclosed please find a check for \$122.50 for the following items:

Filing Fee for Articles of Incorporation \$ 35.00

Filing Fee for Certificate of Registered Agent 35.00

Fee for certified copy of Articles of Corporation ~~52.50~~

\$122.50

Please return the certified copy to the undersigned.

Very truly yours,

*Wray Abercrombie*  
Wray Abercrombie  
c/o Abercrombie Accounting, Inc.  
16115 SW 117 Avenue, Suite 25  
Miami, FL 33177

AL JUL - 2 1997

FILED  
97 JUN 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures: Original and one copy of Articles of Incorporation and Certificate of Registered Agent

**ARTICLES OF INCORPORATION  
FOR  
REGO MEDICAL, INC.**

**FILED**  
97 JUN 30 PM 3: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be REGO MEDICAL, INC.

**ARTICLE II**

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under the Florida General Corporation Act. The principal office address is at 582 NW 162nd Avenue, Pembroke Pines, FL 33028-3024.

**ARTICLE III**

The total authorized stock of this corporation shall consist of 1,000 shares of common stock, par value \$1.00 per share.

The consideration for all the said stock shall be payable in cash, property, real or personal, or labor or service actually performed in lieu of cash, at a just valuation to be fixed by the board of Directors of this Corporation.

Shareholders shall have no preemptive rights.

Cumulative voting shall not be permitted.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be located at 582 NW 162nd Avenue, Pembroke Pines, FL 33028-3024. The initial registered agent at that address shall be Guillermo Rego, Jr., Social Security Number 262-81-1875. This corporation reserves the privilege of having its offices and branch offices at other places within or without the State of Florida.

#### ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by a majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

#### ARTICLE VII

The name and address of the initial director of this corporation, who shall hold office for the first year or until their successors are duly elected and have qualified, shall be:

Guillermo Rego, Jr.  
582 NW 162nd Avenue  
Pembroke Pines, FL 33028-3024

President

The principal mailing address shall be: the same.

#### ARTICLE VIII

The name and address of the Incorporator is Guillermo Rego, Jr., Social Security Number 262-81-1875, of 582 NW 162nd Avenue, Pembroke Pines, FL 33028-3024.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, of who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


#### ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts of this corporation to any extent.

#### ARTICLE XI

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 24th day of June 1997.

  
Guillermo Régo, Jr.  
Incorporator

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Guillermo Rego, Jr., known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that they executed the same for the purpose herein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 24th day of June 1997.

  
Notary Public  
State of Florida

My Commission Expires:



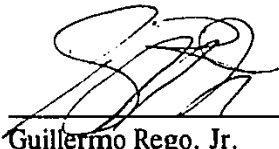
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that REGO MEDICAL, INC. desiring to organize under the laws of Florida, has named Guillermo Rego, Jr. of 582 NW 162nd Avenue, City of Miami, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, the undersigned hereby accepts the same and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

By: \_\_\_\_\_

  
Guillermo Rego, Jr.  
Registered Agent

Dated: This 24th day of June 1997.

FILED  
97 JUN 30 PM 3:23  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

P97000058047

TRANSMITTAL LETTER

97 JUL -1 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Body Tops, Inc.  
(Proposed corporate name - must include suffix)

500002228375--3  
-07/01/97--01104--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Judith A. Wolff  
Name (printed or typed)

801 S. Federal Hwy. #620  
Address

Pompano Beach, Fl. 33062  
City, State & Zip

(954) 785-6521  
Daytime Telephone number

PH  
7/2/97

NOTE: Please provide the original and one copy of the articles.

FILED

**ARTICLES OF INCORPORATION**

97 JUL -1 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator(s), 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:

Body Tops, Inc.

**ARTICLE II PRINCIPAL OFFICE**

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

Judith A. Wolff  
801 S. Federal Hwy. #620  
Pompano Beach, Fl. 33062

**ARTICLE III SHARES**

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

1,000 shares

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Judith A. Wolff  
801 S. Federal #620  
Pompano Beach, Fl 33062



**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Judith A. Wolff  
801 S. Federal Hwy, #620  
Pompano Beach, Fl. 33062

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

26<sup>th</sup> day of June, 19 97.

Judith A. Wolff  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**Articles of Incorporation  
Filing Fee - \$35**

0

97 JUN 1 PM 1:00

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 DESIG-  
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

1. The name of the corporation is: Body Tops, Inc.

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

Judith A. Wolff  
(Name)  
801 S. Federal Hwy, #620  
(P.O. Box not acceptable)  
Pompano Beach, FL 33062  
(City/State/Zip)

*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 perfor-  
mance of my duties, and I am familiar with and accept the obligations of my position  
as registered agent.*

Judith A. Wolff  
(Signature)

June 26, 1997  
(Date)

# PALM BEACH ACCOUNTING & INVESTMENTS, INC.

(561) 471-8899  
Fax (561) 471-8899

P97000058048

SERVICES  
TAX PLANNING  
TAX PROBLEMS  
PRIOR YEAR'S TAX RETURNS  
FLORIDA STATE TAX RETURNS

SERVICES  
ACCOUNTING AND CONSULT  
ACCOUNTING CLUB MEMBER  
BUSINESS PURCHASE ANALY  
HOA, POA & CONDO ASSN. A

Records Bureau  
Corporations  
Department of State  
P.O. Box 10327  
Tallahassee, Florida 32314

June 30, 1997

Re: RTS Media Advertising, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, and the certificate designating resident agent, referred to the above captioned Corporation.

Also enclosed is a check made payable to the order of the State of Florida in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	52.50
Resident Agent Fee	35.00
<b>Total</b>	<b>\$ 122.50</b>

Please process this Corporation and return a certified copy of Articles of Incorporation at your earliest convenience.

Thanking you in advance for your cooperation and attention to matter.

Very truly yours,

Lee Henderson

800002230170-9

-07/03/97--01084--017

\*\*\*\*122.50 \*\*\*\*122.50

LH:cae  
Enclosures

FILED

97 JUL -2 PM 1:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M7

ARTICLES OF INCORPORATION  
OF

FILED  
97 JUL -2 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RTS MEDIA ADVERTISING, INC.

The undersigned hereby makes, subscribes acknowledges and files these Articles of Incorporation for the purposes of forming a Corporation under the laws of the State of Florida.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the Corporation is to be: RTS Media Advertising, Inc.  
The principal office is to be: 5827 Corporate Way, #207  
West Palm Beach, Fl. 33407

ARTICLE II

Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purpose

This Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To conduct the business of media buying, planning, advertising and copywriting.

2. For the general purpose of investing for profit in all kinds of realor personal property, including tangible and intangible, mixed or otherwise. To enter into other partnership agreements in the capacity of a general partner or limited partner, to become a member of a joint venture, or to participate in some form of syndication for investment.

3. To fabricate, assemble, buy, sell, and generally deal in goods and merchandise of every class and description, both real and personal.

4. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage, and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, by owner, agent, factor, or broker, and to erect dry walls, erect buildings, landscaping, lawn maintenance, and general construction.

5. To build, construct and alter houses, buildings, and structures of whatsoever kind or nature, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind, and to borrow money thereon by mortgage or otherwise.

6. To transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried as in connection with an auxiliary foregoing business.

7. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing business.

#### ARTICLE IV

##### Capital Stock

1. The aggregate number of share which the Corporation is authorized to issue is Five Hundred (500) Shares. Such shares shall be of a single class (Common Stock), and shall have a par value of One Dollar (\$1.00) per share.

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a

Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE V

##### Initial Registered Agent and Office of Registered Agent

The street address in the State of the initial registered office of the Corporation is 2845 No. Military Trail, #15, West Palm Beach, Florida and the mailing address is 2845 No. Military Trail, #15, West Palm Beach, Florida 33409. The name of the initial Registered Agent at such address is Lee Hendelson.

#### ARTICLE VI

##### Initial Board of Directors

The initial Board of Directors shall consist of (1) member. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than (1) one member.

The original Board of Directors shall consist of the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Ronald T. Scirrotto	4579 Amherst Circle, #96 West Palm Beach, Fl. 33417	Board/Chairman Director

#### ARTICLE VII

##### Incorporator

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Lee Hendelson	2845 No. Military Trl., Ste. 15 West Palm Beach, Fl. 33409	NONE

## ARTICLES VIII

### Officers

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Ronald T. Scirrotto	4579 Amherst Circle, #96 West Palm Beach, Fl. 33417	President/Secretary Treasurer

## ARTICLE IX

### Incorporation

The name and address of the person signing these Articles of Incorporation is Lee Hendelson, 2845 No. Military Trail, #15, West Palm Beach, Florida, the Registered Agent for this Corporation.  
33409

## ARTICLE X

### Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XI

### Shareholders Preemptive Rights

Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the

## ARTICLE XII

### Management of Corporation by Shareholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

## ARTICLE XIII

### Director's Residency and Compensation

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

## ARTICLE XIV

### Meetings by Conference Telephone


Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

## ARTICLE XV

### Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 30<sup>th</sup> day of JUNE, A.D., 1997





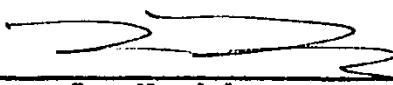
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED

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

FIRST: That, RTS Media Advertising, Inc. desiring to  
organize under the laws of the State of Florida with its principal  
office as indicated in the Articles of Incorporation in the City  
of West Palm Beach, County of Palm Beach, State of Florida, has  
named LEE HENDELSON located at 2845 No. Military Trail, #15, West Palm Beach  
Florida, as its Agent to accept service of process for the Corporation  
within this State.

Having been named 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.



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Lee Hendelson