

797000074931

Anwar H. Khan

Requestor's Name

18908 N.W. 77 Place

Address

Miami FL 33015

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. RSM International, Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #) 300002278553--6 -08/27/97--01069--009 ***122.50 ***122.50

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- Walk in, Pick up time, Certified Copy, Mail out, Will wait, Photocopy, Certificate of Status

FILED 91 AUG 27 PM 1:59 STATE OF FLORIDA

Table with 2 columns: NEW FILINGS, Profit, NonProfit, Limited Liability, Domestication, Other

Table with 2 columns: AMENDMENTS, Amendment, Resignation of R.A., Officer/ Director, Change of Registered Agent, Dissolution/Withdrawal, Merger

Table with 2 columns: OTHER FILINGS, Annual Report, Fictitious Name, Name Reservation

Table with 2 columns: REGISTRATION/ QUALIFICATION, Foreign, Limited Partnership, Reinstatement, Trademark, Other

AUG 28 BSB

Examiner's Initials

ARTICLES OF INCORPORATION
OF
RSM INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME: The name of this corporation is: RSM INTERNATIONAL, INC.

ADDRESS: The address of this corporation is: 18908 N.W 77 PLACE
MIAMI, FLORIDA 33015

ARTICLE II.

DURATION: This corporation is to have perpetual existence.

ARTICLE III.

PURPOSE: This corporation is organized for the purpose of and is hereby empowered to transact any and all business for which corporations may be incorporated and conferred by the laws of Florida upon corporations formed thereunder.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue 7,500 shares of ONE (\$1.00) Dollar per value common stock, all of one class.

ARTICLE V.

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial principal and registered office of this corporation is: c/o ANWAR H. KHAN, 18908 N.W 77 PLACE, MIAMI, FL 33015; and the name of the initial registered agent of this corporation at that address is: ANWAR H. KHAN

ARTICLE VI.

INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MUNIR H. PARACHA	18908 N.W 77 PLACE MIAMI, FLORIDA 33015

ARTICLE VII.

SUBSCRIBER: The name and address of the person signing these Articles of Incorporation is:

ANWAR H. KHAN
18908 N.W 77 PLACE
MIAMI, FLORIDA 33015

ARTICLES VIII.

BY-LAWS: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX.

SHAREHOLDER QUORUM AND VOTING: FIFTY-ONE (51%) PERCENT of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE (51%) PERCENT of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders.

ARTICLE X.

POWERS: This corporation shall have all of the corporate powers enumerated in the Florida Corporations Act.

ARTICLE XI.

MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XII.

ACTIONS BY DIRECTIONS WITHOUT A MEETING: The directors of this corporation may take action by written consent as provided by law.

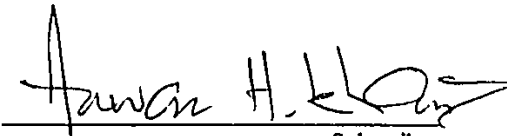
ARTICLE XIII.

INDEMNIFICATION: The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIV.

AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22ND day of AUGUST, 19 97.


Subscriber

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Principal and Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.

Anwar H. Khan
Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of County set forth above, personally appeared ANWAR H. KHAN known to me and known by me to be the person who executed the foregoing Articles of Incorporation and Acknowledgment and Consent of Registered Agent, and he acknowledge before me that he executed these Articles of Incorporation and Acknowledgment and Consent of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22 day of AUGUST, 1997.

Mintia D. Persaud
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



Mintia D Persaud
My Commission CC577775
Expires Aug. 18, 2000