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072164000350

ACCT#:

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NAME: R.S., INC.

AUDIT NUMBER.....H97000016697

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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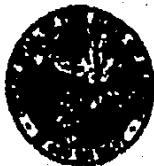
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October 8, 1997

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SUBJECT: R.S., INC.
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KIPNIS TESCHER

00:30 10/08/97

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ARTICLES OF INCORPORATION

OF

R.S. II, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: R.S. II, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: One S. Ocean Boulevard, Suite 321, Boca Raton, Florida 33432.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.0001 par value per share.

Fax Audit No. H97000016697 9
Prepared by: Jay Valinsky, Esq. FBN# 625019
One Financial Plaza, Suite 2308
Fort Lauderdale, Florida 33394
(954) 467-1964

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ARTICLE IV

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jay Valinsky
One Financial Plaza
Suite 2308
Fort Lauderdale, Florida 33394

ARTICLE V

INCORPORATOR

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

Jay Valinsky
One Financial Plaza
Suite 2308
Fort Lauderdale, Florida 33394

ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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Fax Audit No. H97000016697 9
Prepared by: Jay Valinsky, Esq. FBN# 625019
One Financial Plaza, Suite 2308
Fort Lauderdale, Florida 33394
(954) 467-1964

ARTICLE VII

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:


Jay Valinsky

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:


Jay Valinsky

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