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Charter Number Only

10-30-97

VARI

Antonio Aguilera

Requestor's Name

2937 SW 27 Ave.

Address

Miami, FL 33133

City

State

ZIP

Phone

445-2889E

VALIDATION ONLY

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****122.50 ****122.50

CORPORATION(S) NAME

"RGA Marketing, Inc."

FILED RECEIVED
OCT 31 PM 2:02 31 AM '97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		<input type="checkbox"/> Mail Out

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

Certified copy

CR2E031 (R8-85)



Empire Toll Free: 1-800-432-3028

10/31/97

ARTICLES OF INCORPORATION OF

"RGA MARKETING, INC."

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TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of this corporation shall be:

"RGA MARKETING, INC."

ARTICLE TWO

This Corporation may engage in any activity or business permitted under the laws of the United States of America.

ARTICLE THREE

This Corporation shall have perpetual existence; unless, sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Date of Incorporation.

ARTICLE FOUR

The amount of capital with which the corporation shall begin business shall not be less than ONE THOUSAND DOLLARS (\$1,000.00), or such greater amount as may be required by law.

ARTICLE FIVE

This Corporation shall at all times have at least three (3) Directors. The Stockholders of this Corporation may, from time to time, and at any time increase or diminish the size of this Corporation's board of directors, provided that the corporation shall at all times have a minimum of three (3) Directors.

ARTICLE SIX

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN

This Corporation is authorized to issue shares of stock as follows:

A. DESIGNATION: The stock of this corporation shall be known as common stock.

B. AUTHORIZED: The maximum number of shares of Common Stock that this Corporation may issue is 1000 shares and the same may be fractional.

C. PAR VALUE: Each share of Common Stock shall have the par value of ONE (\$1.00) DOLLAR per share.

D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any consideration shall be conclusive.

E. NON-ASSESSABILITY: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stock Holders of the Corporation.

G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any rights of cumulative voting.

H. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purposes.

I. LIQUIDATION RIGHTS: Holders of Common Stock are entitled to receive their pro-rated share of any assets of this Corporation remaining after payment of all corporate debts and obligations, in the event of the liquidation or dissolution of this corporation.

ARTICLE EIGHT

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect; unless, assented to in writing by the record holders of the required percentage of this Corporation's shareholders entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:

Required Percentage 80%

2. Sale, Lease or Exchange of all or substantially all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:

Required Percentage 85%

3. Merger or Consolidation of this Corporation into or with any other Corporation:

Required Percentage 85%

4. Voluntary Dissolution of this Corporation:

Required Percentage 80%

ARTICLE NINE

No record holder of stock of any class of this Corporation shall be entitled; as of right, to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or, of bonds, certificates of indebtedness, debentures, or such securities convertible into, or carrying the right to purchase, Stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock may be issued, and disposed of by the Board of Directors to such person, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders of record, of any class, on the same terms, all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

The name and address of the initial Directors and Incorporators are as follow:

Richard G. Amundsen 999 Ponce De Leon Boulevard
Suite # 601
Coral Gables, Fl. 33134

Robert Del Pozo 999 Ponce De Leon Boulevard
Suite # 601
Coral Gables, Fl. 33134

Fiona Hood-Stewart 999 Ponce De Leon Boulevard
Suite # 601
Coral Gables, Fl. 33134

ARTICLE ELEVEN

STOCK TRANSFER RESTRICTION

The transfer of stock by a stockholder of this Corporation is restricted. Said Restrictions are to be found in the By-Laws of this Corporation or a Shareholders Agreement.

ARTICLE TWELVE

The Registered Agent and the registered office of this Corporation shall be:

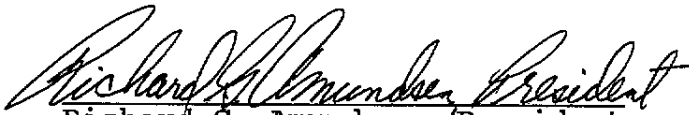
Antonio M. Aguilera
999 Ponce De Leon Boulevard
Suite # 601
Coral Gables, Fl. 33134


ARTICLE THIRTEEN

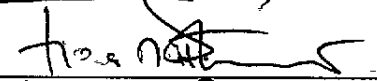
The undersigned individuals; competent to contract, execute this Certificate of Incorporation as the corporation's initial Subscribers and Directors. The undersigned individuals shall hold office as Directors until their successors have qualified, following their election or appointment. The street address in Florida of the principal office of this Corporation shall be as follows:

999 Ponce De Leon Boulevard
Suite # 601
Coral Gables, Fl. 33134

The Corporation may change it's Principal office at any time.


Richard G. Amundsen, President
and Director


Robert Del Pozo, Vice-President
and Director


Fiona Hood-Stewart, Director

ARTICLE FOURTEEN

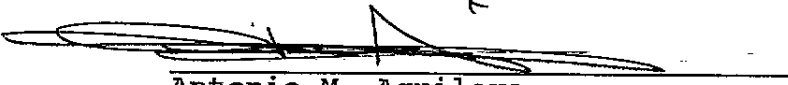
Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including legal counselfees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a Director of the corporation (whether or not he or she is made a party to such action, suit or proceedings, or at the time such costs or expense is incurred by or imposed upon him/her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceedings to have been derelict in the performance of the duties imposed in him/her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

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


IN COMPLIANCE WITH SECTION 48,091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

RGa MARKETING, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED **ANTONIO M. AGUILERA**, OF 999 PONCE DE LEON BOULEVARD. SUITE # 601, OF THE CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Antonio M. Aguilera,
Registered Agent

October 03, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Antonio M. Aguilera,
Registered Agent

October 03, 1997

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