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November 24, 1997

Secretary of State  
Corporation Division  
PO Box 6327  
Tallahassee, Florida 32314

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-12/01/97--01115--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Formation of New Corporation

Gentlemen and Ladies:

Enclosed please find the original and copy of the Articles of Incorporation for a to be formed corporation named, R. P. Labs, Inc. Also enclosed is an original acceptance of agent for service of process.

Additionally, you will find my check in the amount of seventy dollars (\$70.00) which I understand will cover all costs.

I ask that you send the copy of the filed Articles of Incorporation to me.

Thank you,



Robert Schuster

Encl.

RS/cb

FILED  
97 DEC -1 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 12/3/97

ARTICLES OF INCORPORATION

OF

RP Labs, Inc.

FILED

97 DEC -1 AM 10:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as Incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is RP Labs, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is

2179 S. Apopka-Vineland Road  
suite #36  
Orlando, Florida

THIRD: The number of shares that the corporation is authorized to issue is 100,00, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the state of Florida is

11214 Sher Lane  
Orlando, Florida 32830

The name of the initial registered agent of the corporation at the said registered office is Taylor Bradshaw.

The written acceptance of the said initial registered agent, as required by provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the Incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the Incorporator are  
Robert Schuster  
P.O. Box 491593  
Los Angeles, Ca. 90049

SIXTH: Each share of the corporation shall entitle the holder to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire unissued shares of the same class any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the

corporation of equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such share, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" shall mean, respectively, shares which confer unlimited dividend rights and share which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized, shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To have all the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporations Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his 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.

TENTH: The corporate existence of the corporation shall begin on the date of filing of these Articles of Incorporation.

Signed on 21<sup>st</sup> day of November, 1997.



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Robert Schuster, Incorporator

Acceptance as Agent For Service of Process

Having been named as registered agent and to accept service of process for R.P. Labs. Inc. at the place designated in these Articles of Incorporation. 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

*Taylor Bradshaw*

Taylor Bradshaw  
11214 Sher Lane  
Orlando, Fla. 32836

Date: 6/10/97

FILED

97 DEC -1 AM 10:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA