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9500 N.W. 37TH COURT  
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December 11, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
97 DEC 12 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: RBG AND ASSOCIATES, INC.

300002370663--0  
-12/12/97--01060--003  
\*\*\*122.50 \*\*\*122.50

To the Secretary of State:

Enclosed please find an original and one copy of the  
Articles of Incorporation for the above-referenced corporation.

Also included is a check in the amount of One Hundred Twenty  
Two Dollars and Fifty Cents (\$122.50) representing the following:

Filing Fee	\$35.00
One Certified Copy	\$52.50
Registered Agent Fee	<u>\$35.00</u>

TOTAL \$122.50

I am sending this to you via Federal Express hoping to  
expedite delivery to you as my clients are very anxious to have  
this company incorporated quickly. I also enclose a return  
Federal Express package for the return to me.

If you have any questions, please contact me. Thank you for  
your assistance.

Very truly yours,

  
Gerald V. Walsh

Enclosures: 4 as stated

GVW/aw

CB  
12-15-97

ARTICLES OF INCORPORATION  
OF  
RBG AND ASSOCIATES, INC.

FILED  
97 DEC 12 AM 9:55  
TALLAHASSEE, FLORIDA

ARTICLE I.  
NAME

The name of the corporation is: RBG AND ASSOCIATES, INC.

ARTICLE II.  
PRINCIPAL OFFICE

The principal office of the Corporation (or the mailing address) will be: 4351 Cultry Drive, Coconut Grove, Florida 33133.

ARTICLE III.  
DURATION

The corporation shall exist in perpetuity.

ARTICLE IV.  
PURPOSE

The corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE V.  
CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE VI.  
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares. Shareholders will not have pre-emptive rights.

ARTICLE VII.  
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and Registered Office of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gerald V. Walsh	9500 N.W. 37th Court Coral Springs, FL 33065

**ARTICLE VIII.**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have Two Directors initially. The number of Directors may be changed by the By-Laws adopted by the corporation. The name and address of the Initial Directors appear below.

<u>NAME</u>	<u>ADDRESS</u>
Rafael B. Gomez	4351 Cultry Drive Coconut Grove, FL 33133
Juan Carlos Miranda	4690 N.W. 102 Ave. No. 101 Miami, FL 33178

**ARTICLE IX.**  
**INCORPORATION**

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

<u>NAME</u>	<u>ADDRESS</u>
GERALD V. WALSH	9500 N.W. 37th Court Coral Springs, FL 33065

**ARTICLE X.**  
**BY-LAWS**

The power to adopt, alter, amend or repeal the By Laws shall be vested in the Directors.


**ARTICLE XI.**  
**INDEMNIFICATION**

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

**ARTICLE XII.**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the Date of Filing of these Articles of Incorporation with the State of Florida.

The undersigned has executed these Articles of Incorporation this 11<sup>th</sup> day of December, 1997.

  
GERALD V. WALSH  
Incorporator

FILED

CERTIFICATE OF DESIGNATION 97 DEC 12 AM 9:55

REGISTERED AGENT/REGISTERED OFFICE  
UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is RBG AND ASSOCIATES, INC.
2. The name of the registered agent and office are:

Gerald V. Walsh

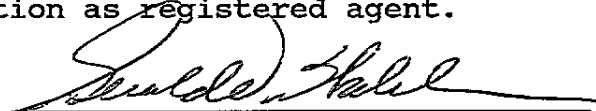
9500 N.W. 37th Court  
Coral Springs, FL 33065



Signature of Incorporator  
GERALD V. WALSH

Date: 12/11/97

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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Gerald V. Walsh  
Resident Agent

Date: 12/11/97