

FAX AUDIT NO. H97000021305

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: LLOYD GRANET
074632001025

ACCT#:

CONTACT: LLOYD GRANET
PHONE: (561) 368-3575
(561) 447-0701

FAX #:

NAME: RPH & ASSOCIATES, INC.

AUDIT NUMBER.....H97000021305

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

CERT. OF STATUS..0

PAGES..... 4

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Lloyd Granet, Esq.
P.O. Box 4589, Boca Raton, FL 33427
Ph. 561-447-0700 - Fax 561-447-0701
Florida Bar No. 525431
AUDIT NUMBER - H97000021305

File 12/30/97

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**ARTICLES OF INCORPORATION
OF
RPH & ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is RPH & ASSOCIATES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address and mailing address of this corporation shall be 5200 Town Center Circle, Suite 301, Boca Raton, Florida 33486.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 (one/hundredth of a dollar).

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name of the initial registered agent whose business office is identical to the registered office is: Lloyd Granet

The address of the registered office of the corporation is 5200 Town Center Circle, Suite 301, Boca Raton, Florida 33486.

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE V. BOARD OF DIRECTORS.

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VI. INCORPORATOR.

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

Lloyd Granet
5200 Town Center Circle, Suite 301, Boca Raton, Florida 33486

Lloyd Granet, Esq.
P.O. Box 4589, Boca Raton, FL 33427
Ph. 561-447-0700 - Fax 561-447-0701
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ARTICLE VII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.



LLOYD GRANET
Incorporator

Dated: December 30, 1997

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

Before me, a Notary Public, personally appeared Lloyd Granet, who is personally known to me and to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the date set out above.



Notary Public State
of Florida at Large

Commission expiration:

articles.wpd

**Lloyd Granet, Esq.
P.O. Box 4589, Boca Raton, FL 33427
Ph. 561-447-0700 - Fax 561-447-0701
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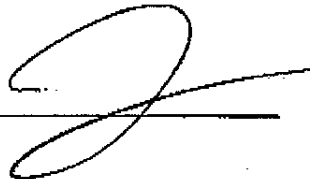
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 office/registered agent, in the state of Florida.

1. The name of the corporation is: **RPH & ASSOCIATES, INC.**
2. The name and address of the registered agent and office is:

Lloyd Granet
5200 Town Center Circle, Suite 301
Boca Raton, Florida 33486

SIGNATURE: _____



TITLE: Incorporator

DATE: December 30, 1997

HAVING BEEN NAMED AS REGISTERED AGENT 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.

SIGNATURE: _____

LLOYD GRANET

DATE: December 30, 1997

Lloyd Granet, Esq.
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TALLAHASSEE, FLORIDA

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