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Charter Number Only

1/13/98

Isaac Weiner
Requestor's Name
10270 SW 19 St.
Address
Miami, FL 33105
City State ZIP Phone
#554-6083

VALIDATION ONLY

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98 JAN 15 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

REM Financial Group, Inc.

<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 When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> After 4:30	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Out	

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

Certified Copy

K. Rolfe JAN 15 1998

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
R&M FINANCIAL GROUP, INC.
A FLORIDA CORPORATION

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The undersigned, acting as Incorporation of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

CORPORATE NAME: The name of the Corporation is:

R&M FINANCIAL GROUP, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS:

To operate any or all activities or business permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III

CAPITAL STOCK:

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of stock having a \$1.00 par value, which shall be designated as "COMMON SHARES".

ARTICLE IV

PREEMPTIVE RIGHTS:

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

EXISTENCE:

The Corporation shall have a perpetual existence, unless sooner dissolved according to Law.

ARTICLE VI

INITIAL REGISTERED AGENT, INITIAL REGISTERED OFFICE AND INITIAL BUSINESS ADDRESS:

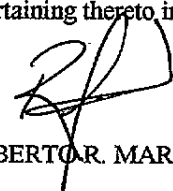
The Corporation's initial Registered Agent in the State of Florida is:
ROBERTO R. MARCH.

The Corporation's initial Registered Office and initial business address in the State of Florida is: 3675 West 16th Avenue, Hialeah, FL. 33012.

The Board of Directors may, at any time, move the principal office to any other address in the State of Florida.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of Law pertaining thereto in pursuance of Chapter 48.091 of the Florida Statute.



ROBERTO R. MARCH

ARTICLE VII

INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the initial Board of Directors of the Corporation is/are THREE (3). The number of Directors may be increased or decreased from time to time, by the By-Laws adopted by the Shareholders, but shall never be less than one or more than ten.

ARTICLE VIII

INITIAL DIRECTOR(S) AND OFFICER(S):

The name and address(ess) of the initial Board of Director(s) is/are:

ROBERTO R. MARCH – DIRECTOR AND PRESIDENT
13850 SW 71st LANE, MIAMI, FL. 33183

ARMANDO G. AGUILAR – DIRECTOR AND SECRETARY
1875 WEST 44th PLACE #138B, HIALEAH, FL. 33012

MARIA H. DE LA HERIA – DIRECTOR AND TREASURER
13850 SW 71st LANE, MIAMI, FL. 33183

ARTICLE IX

CUMULATIVE VOTING FOR DIRECTOR(S):

At all elections of Director(s) of this Corporation, each shareholder(s) shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of Director(s) with respect to his or her shares of stock multiplied by the number of Director(s) to be elected, and he or she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

ARTICLE X

INCORPORATOR:

Incorporation is:

The name and address of the Incorporator executing these Articles of

ROBERTO R. MARCH
13850 SW 71st LANE
MIAMI, FL. 33183

ARTICLE XI

AMENDMENT OF ARTICLES:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholder(s) is subject to this reservation.

ARTICLE XII

RESTRICTIONS ON TRANSFER OF STOCK:

Shares of Capital Stock of this Corporation shall be issued initially to the following person(s) in the amount(s) set opposite their name(s):

ROBERTO R. MARCH - 50%
MARIA H. DE LA HERIA - 50%

Shares held by the initial shareholder(s) listed above may not be resold to other person(s) unless such shares are first offered to the remaining shareholder(s) or to the Corporation. The same principle will apply with respect to any other shareholder(s) the Corporation may add during the term of its existence.

ARTICLE XIII

CALLING OF SPECIAL MEETING:

Special meeting(s) of shareholder(s) may be called by Certified Mail, return-receipt requested, given five (5) days written notice. Shareholder(s) may participate in special meetings by means of telephone conferences as provided by Law. The shareholder(s) may also take any action(s) by written consent without a meeting as provided by Law.

ARTICLE XIV

SHAREHOLDER(S) QUORUM AND VOTING:

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholder(s). If a quorum is present, the affirmative vote of fifty-one percent(51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XV

MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE XVI

POWERS:

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII

DIVIDENDS:

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XVIII

INDEMNIFICATION:

The Corporation shall indemnify any Officer or Director, or any former Officer and Director, to the full extent permitted by Law.

ARTICLE XIX

CONFLICT OF INTEREST:

No Contract between this Corporation and another Corporation or another individual shall be invalidated by reasons of the fact that one or more of the Officer(s) or Director(s) of this Corporation are Officers or Directors of the said other Corporation, or by reason of the fact that one or more of the Officer(s) or Director(s) of this Corporation may be the other individual(s) contracting with this Corporation.

ARTICLE XX

NOTICES:

Any notice required herein shall be by Certified Mail, return-receipt requested, or hand delivered to the stockholder(s) to the name and address of the initial registered office and agent.

IN WITNESS WHEREOF, I the Incorporator, have executed these Articles of Incorporation, this 1st day of January, 1998.


ROBERTO R. MARCH

INCORPORATOR

STATE OF FLORIDA)

SS: .

COUNTY OF DADE.)

BEFORE ME, the undersigned authority duly qualified to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared ROBERTO R. MARCH, known to me to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in Miami, County of Dade, State of Florida, this 1st day of January, 1998.

NOTARY PUBLIC

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