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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: RESOURCE MANAGEMENT OF AMERICA, CORP.

AUDIT NUMBER.....H98000001177

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

CERT. OF STATUS...0

PAGES..... 4

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98 JAN 20 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000001177

**ARTICLES OF INCORPORATION
OF
RESOURCE MANAGEMENT OF AMERICA, CORP.**

FILED

98 JAN 20 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is **RESOURCE MANAGEMENT OF AMERICA, CORP.**

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is to be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 5,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share. The shareholders of the Corporation shall be vested with preemptive rights.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal place of business and mailing address is 4520 N.W. 37th Avenue, Miami, Florida 33142.

These Articles prepared by:
Jose R. Pujols, Esq. (FBN: 936911)
2701 S.W. LeJeune Road, Suite 401
Coral Gables, Florida 33134
(305) 569-9533

H98000001177

H98000001177

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 4250 N.W. 37th Avenue, Miami, Florida 33142, and the name of its initial registered agent at such address, is Eloise Gonzalez.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be two (2) director. The names and addresses of the initial directors are as follow:

Eloise Gonzalez	4250 N.W. 37th Ave., Miami, Florida 33142
Roland Herce	10081 S.W. 98th Ave., Miami, Florida 33176

**ARTICLE EIGHT
OFFICERS**

The initial officers of the corporation and their addresses are as follows:

Eloise Gonzalez	President	4250 N.W. 37th Ave., Miami, Florida 33142
Roland Herce	Vice President	10081 S.W. 98th Ave., Miami, Florida 33176

**ARTICLE NINE
INCORPORATORS**

The name and address of each incorporator is:

Eloise Gonzalez	4250 N.W. 37th Ave., Miami, Florida 33142
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**ARTICLE TEN
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE TEN
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, makes and files these articles of incorporation this 14th day of January, 1998.



Eloise Gonzalez

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

98 JAN 20 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES,
FOLLOWING IS SUBMITTED:

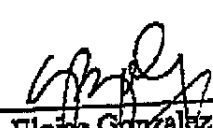
THAT RESOURCE MANAGEMENT OF AMERICA, CORP., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT:

4520 N.W. 37th AVENUE
MIAMI, FLORIDA 33142

HAS NAMED ELOISE GONZALEZ, LOCATED AT 4520 N.W. 37th Avenue, Miami,
Florida 33142, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Eloise Gonzalez

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

By: 
Eloise Gonzalez

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