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98 MAY 21 PM 12:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. R & D Advisors Inc.

(Corporation Name)

(Document #)

100002531421--1

2.

(Corporation Name)

(Document #)

-05/21/98--01047--002

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3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P. Hall  
MAY 21 1998

**ARTICLES OF INCORPORATION  
OF  
R & D ADVISORS, INC.**

**FILED**

98 MAY 21 PM 12:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of the corporation is R & D Advisors, Inc.

**ARTICLE II**

**ADDRESS**

The mailing address and principal office of the corporation is 2665 South Bayshore Drive, Suite 703, Miami, Florida 33133.

**ARTICLE III**

**PURPOSE**

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE IV**

**DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE V**

**POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE VI**

**CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VII**  
**INCORPORATOR**

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

Timothy D. Richards, Esq.  
Richards  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

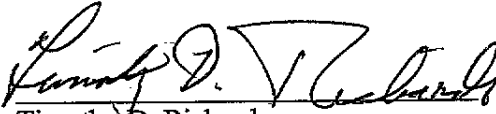
**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

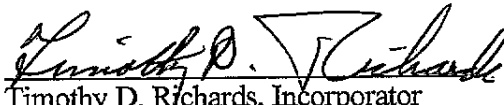
Timothy D. Richards, Esq.  
Richards  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

**I HEREBY ACCEPT** this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

**IN WITNESS WHEREOF**, as said registered agent, I have caused this Statement to be signed on this 20th day of May, 1998.

  
Timothy D. Richards  
Registered Agent

**IN WITNESS WHEREOF**, I have made and subscribed these Articles of Incorporation this 20th day of May, 1998.

  
Timothy D. Richards, Incorporator