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NAME: RSMD, INC.

AUDIT NUMBER.....H98000012380

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 6, 1998

EMPIRE

SUBJECT: RSMD, INC.
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Becky McKnight
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ARTICLES OF INCORPORATION

OF

RSMD, INC.

The undersigned, has executed the following document as incorporator of the above corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the State of Florida.

ARTICLE I

The name of the corporation shall be:

RSMD, INC.

3061 N.E. 49TH STREET, SUITE 5
FORT LAUDERDALE FL 33308

ARTICLE II

This corporation shall commence existence upon the filing of these articles of incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate name;
To sue and be sued, complain, and defend in its corporate name in all actions or proceedings; To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

Prepared by:
ALVARO ZULWAGA, CPA
2034 E. OAKLAND PARK BLVD.
FT. LAUD., FL 33308
(954) 786-8494

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated; To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or in any part of its property and assets; To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute sec. 607.141; To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, otherwise dispose of, and otherwise deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, territory, governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interests as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income; To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real or personal property as security for the payment of funds so loaned or invested; To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the State; To elect or appoint officers and agents of the corporation and define their duty and fix their compensation; To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State; To make donations to the public welfare or for charitable, scientific, or educational purposes; To transact any lawful business that the board of directors shall find will be in aid of governmental policy; To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries; To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; To have and exercise all powers necessary or convenient to effect its purposes; To

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indemnify any person who may incur damages by reason
of the fact that he is or was a director, officer,
employee or agent of the corporation to the full
extent as permitted by Florida Statute
sec. 607.0 14;

ARTICLE IV

The aggregate number of shares which the corporation shall
have authority to issue is the total sum of 1,000 shares,
having an individual par value of One dollar.
Unless otherwise stated in these articles, there shall be
only one class of stock for this corporation.

ARTICLE V

The street address of the initial registered office and the
name of the initial Registered Agent of this corporation
shall be:

SANDRA L. MAGYAN-DOEBEL
3061 N.E. 49TH STREET, SUITE 5
FORT LAUDERDALE FL 33308

ARTICLE VI

The initial Board of Directors shall consist of a total of
two (2) persons, and the name and address of the persons who
are to serve as initial directors are:

SANDRA L. MAGYAN - DOEBEL PRESIDENT
3061 N.E. 49TH STREET, SUITE 5
FORT LAUDERDALE FL 33308

CARL-RENE H. DOEBEL
Same as above.

VICE-PRESIDENT

The name and address of the incorporator executing these
Articles of Incorporation is:

SANDRA L. MAGYAN - DOEBEL
3061 N. E. 49TH STREET, SUITE 5
FORT LAUDERDALE FL 33308

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I WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 3rd. day of June 1998.


SANDRA L. MAGYAN - DOEBEL

State of Florida
County of BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared SANDRA L. MAGYAN - DOEBEL known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, This 3rd. day of June, 1998.

NOTARY PUBLIC , STATE OF FLORIDA AT
LARGE

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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
RSMD, INC.
2. The name and address of the registered agent and office is:
SANDRA L. MAGYAN - DOEBEL
3061 N.E. 49TH STREET # 5
FORT LAUDERDALE FL 33308

Signature

Title

Date

Sandra L. Magyan-Doebel
PRESIDENT
6/3/98

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 MY OBLIGATIONS AS REGISTERED AGENT.

SIGNATURE

DATE

Sandra L. Magyan-Doebel
6/3/98

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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