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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

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NAME: RISK MANAGEMENT INTERNATIONAL, INC.

AUDIT NUMBER.....H98000013885

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

CERT. OF STATUS..0

PAGES.....4

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ARTICLES OF INCORPORATION
OF
RISK MANAGEMENT INTERNATIONAL, INC.

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ARTICLE I - NAME

The name of this Corporation is RISK MANAGEMENT INTERNATIONAL, INC., and the principal address of the corporation is 17640 N.W. 67th Avenue Apartment No. 1302; Miami, Florida. 33015.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Howard S. Gilbert and the street address of the initial registered office and principal place of business of this Corporation is 17640 N.W. 67th Avenue Apartment No. 1302; Miami, Florida 33015.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director is:

NAME:

Howard S. Gilbert.

ADDRESS:

17640 N.W. 67th Avenue
Apartment No. 1302
Miami, Florida 33015

President, Treasurer
& Secretary

This Instrument Prepared By:
Raul R. Delgado De Armas, Esq.
600 Brickell Avenue Suite 500
Miami, Florida (305) 372-1152

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ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Howard S. Gilbert.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 27th day of July, 1998.


Howard S. Gilbert.
President

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Howard S. Gilbert, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of Risk Management International Inc., and acknowledged before me that he executed those Articles of Incorporation.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of July, 1998.

My Commission Expires:

RAUL R. DELGADO DE ARMAS
Notary Public, State of Florida
My Comm. Exp. Aug. 4, 2001
Commission No. CC889188



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that Risk Management International, Inc., a corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Howard S. Gilbert., located at 17640 N. W. 67th Avenue; Apartment No.1302 Miami, Florida 33015, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 27th day of July, 1998.


Howard S. Gilbert

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