

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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RTD marketing
Incorporated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- ☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____
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Signature _____

Requested by: LS

8/5/98

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Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
RTD MARKETING, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-CORPORATE NAME
AND MAILING ADDRESS OF CORPORATION

The name of this corporation is RTD MARKETING, INCORPORATED The mailing address for the corporation is 183 Sunny Isles Boulevard, North Miami Beach, Florida 33160.

ARTICLE II-NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1000) shares of common stock of one class only with a par value of TEN CENTS (\$.10) per share.

The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

ARTICLE IV-TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V-RESIDENT AGENT AND INITIAL RESIDENT OFFICE

The resident agent and street address of the initial resident office of this corporation in the State of Florida shall be:

Henry G. Ferro, Esquire
c/o FERRO & LEHR, P.A.
1401 Brickell Avenue, Suite 1040
Miami, Florida 33131
Telephone: (305) 377-1777
Telecopier: (305) 377-0087

The officers of this corporation may from time to time move the resident office to any other address in this the State of Florida.

ARTICLE VI-BOARD OF DIRECTORS

The corporation shall have no Board of Directors, but shall be operated and managed by a majority vote of the shareholders of this corporation.

ARTICLE VII-INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

Robin Ringwelski
183 Sunny Isles Boulevard
North Miami Beach, Florida 33160

ARTICLE VIII-OFFICERS

The names and addresses of the initial officers of this corporation are:

President: Robin Ringwelski
183 Sunny Isles Boulevard
North Miami Beach, Florida 33160

Vice-President: Mildred DeMarco
183 Sunny Isles Boulevard
North Miami Beach, Florida 33160

ARTICLE IX-SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, stockholder, agent or employee of this corporation terminates his or her

employment with said corporation, he or she shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due him or her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X-INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE XI-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the stockholders sign a written statement manifesting their intention the a certain amendment of these Articles of Incorporation be made.

ARTICLE XII-TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the [common] shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

(1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his/her intention to sell or transfer such shares. Within thirty (30) days thereafter, the corporation shall have the right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the

corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within (5) days thereafter, mail or deliver to each of the other [common] shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against the delivery of the shares.

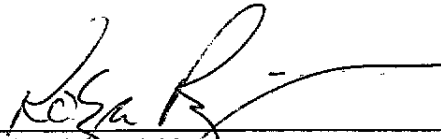
(2) If the total number of shares specified in the offers to purchased exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he/she holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

(3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he/she holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled

under such apportionment.

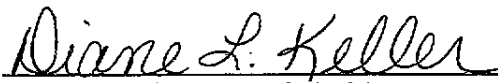
(4) If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever, provided, however, that he/she shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this ^{4th} 3rd day of August, 1998.


Robin Ringwelski, Incorporator

STATE OF FLORIDA]
 DADE]
COUNTY OF ~~MARION~~]

BEFORE ME, the undersigned authority, personally appeared, ROBIN RINGWELSKI who is personally known to me and is to me known as the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the ^{4th} 3rd day of August, 1998.


Notary Public, State of Florida

My Commission Expires:



DIANE LYNN KELLER
My Commission CC474823
Expires Jun. 20, 1999
Bonded by HAI
800-422-1555

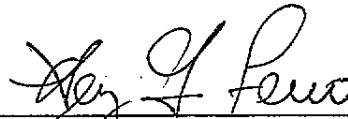
**ACCEPTANCE OF APPOINTMENT AND
AGREEMENT TO ACT AS RESIDENT AGENT FOR
RTD MARKETING, INCORPORATED**

I, HENRY G. FERRO, have been nominated to act in the capacity of Resident Agent, to the above-named Florida Corporation, and to accept service of process and other legal process on behalf of said corporation, and do hereby agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

1401 Brickell Avenue
Suite 1040
Miami, Florida 33131

ACCEPTED this 3rd day of August, 1998.



HENRY G. FERRO
Florida Bar Number 367648

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA