

098000071307



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 928222 7162314

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 14 PM 3:01

ORDER DATE : August 14, 1998

ORDER TIME : 12:10 PM

ORDER NO. : 928222-005

CUSTOMER NO: 7162314

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****122.50 ****122.50

CUSTOMER: Mr. Walter Castillo
RWC & ASSOCIATES, INC.

3900 Nw 79th Ave., Suite 210

Miami, FL 33166

DOMESTIC FILING

NAME: RWC & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
98 AUG 14 PM 1:15
DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
RWC & ASSOCIATES, INC.**

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The Undersigned, has(have) executed the following document as incorporators of the above corporation, organized under the law of the State of Florida, and all rights, duties and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

RWC & ASSOCIATES, INC.

ARTICLE II

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

ARTICLE III

The principal place of business and mailing address shall be:

8362 PINES BLVD SUITE 275
PEMBROKE PINES, FL 33024

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 12,000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in amendment to these articles, there shall be only one(1) class of stock of this corporation.

ARTICLE V

The general nature of the business and objects and purposes proposed to be transacted and carried out on by this corporation are to do any and all of the things herein mentioned as fully and to the same extent as natural people might do, viz: To engage in every aspect of investment business as well as all kind of services related to this activity: and

- (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 and 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.

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 situate;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or 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 S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, government district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by laws, not inconsistent with its articles of incorporation or with the laws of this state for administration;

To make donations for the public welfare or for charity, scientific, or educational purpose;

To transact any lawful business, which 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, officer, and employees and for any of the 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 indemnify any person who by reason of the fact that he-she is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014.

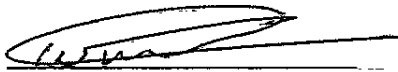
ARTICLE VI

The initial board of directors and incorporators shall consist of a total of two individuals and their names and addresses as well as their duties are:

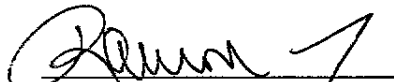
Walter Castillo.-- President
8362 Pines Blvd Suite 275
Pembroke Pines, Fl 33024

Ramon A. Castillo.-- Senior Vice-President
8362 Pines Blvd Suite 275
Pembroke Pines, Fl 33024

The undersigned has(have) executed these articles of Incorporation this; 20th day of May 1998.



President



Senior Vice-President

REGISTERED AGENT\REGISTERED OFFICE

Pursuant tot he 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 agent\registered office, in the State of Florida.

1. The name of the corporation is:

RWC & ASSOCIATES, INC.

2. The name and address of the registered agent an office is:

Name....: Walter Castillo
Address..: 1303 NW 122nd Terrace
Pembroke Pines, Fl 33026

Signature: _____

Title: President.

Date: August 3, 1998.

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 the obligation of my position as registered agent.

Signatur: _____

Date: August 3, 1998.

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