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JOSE M. MARQUEZ LPA OF FLA.

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FLORIDA DIVISION OF CORPORATIONS

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NAME: R & M ELECTRONIC MARKETING, INC.

AUDIT NUMBER.....H98000015233

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

CERT. OF STATUS..0

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AUDIT No.  
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**ARTICLES OF INCORPORATION**  
**OF**  
**R & M ELECTRONIC MARKETING, INC.**

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this Corporation is **R & M ELECTRONIC MARKETING, INC.**

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III**

**PURPOSE**

The general purposes for which this Corporation is organized are the following:

A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purposes in any way.

B. To do such other things as are incidental to the purposes of this Corporation, or necessary or desirable in order to accomplish them.

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PREPARED BY: JOSE M. MARQUEZ, ESQ. (FL Bar # 250767)  
782 NW LeJeune Road, Suite 548  
Miami, Florida 33128  
(305) 447-1160

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**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five hundred (500) shares of Common Stock, having a par value of One hundred and no/100 (\$100.00) dollars per share. All said shares shall be payable in cash, property, labor, or services at a valuation to be fixed by the Board of Directors.

**ARTICLE V**

**ADDRESS**

The address of the principal office of this Corporation is: 999 Ponce de Leon Boulevard, Suite 50, Coral Gables, Florida 33156.

**ARTICLE VI**

**DIRECTORS**

The number of Directors constituting the initial Board of Directors is Two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1).

**ARTICLE VII**

**INITIAL DIRECTORS**

The name and address of the initial Directors of this Corporation are:

RAFAEL VILLOLDO

999 Ponce de Leon Blvd., Suite 50  
Coral Gables, Florida 33134

MILO BELL

999 Ponce de Leon Blvd., Suite 50  
Coral Gables, Florida 33134

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**ARTICLE VIII**

**INCORPORATOR**

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

RAFAEL VILLOLDO

999 Ponce de Leon Blvd., Suite 50  
Coral Gables, Florida 33134

**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

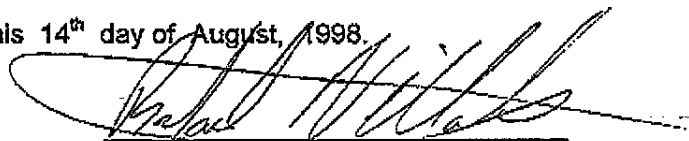
The street address of the initial Registered Office of this Corporation is 782 NW LeJeune Road, Suite 548, Miami, Florida 33126, and the name of the initial Registered Agent at that address is Marquez & Fernandez, P.A.

**ARTICLE X**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 14<sup>th</sup> day of August, 1998.



RAFAEL VILLOLDO, President  
INCORPORATOR


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STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared, RAFAEL VILLOLDO, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14<sup>th</sup> day of August, 1998.

  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

|   |  |
|---|--|
|  | CELIA M. NUNEZ<br>Notary Public<br>State of Florida<br>My Comm. Exp. Jan. 9, 1999<br>Comm. CC 425083 |
|---|--|

ACCEPTANCE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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 obligations of my position as Registered Agent.

MARQUEZ & FERNANDEZ, P.A.

By

  
Jose M. Marquez, Esq.

DATE: August 14, 1998

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