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SPENCER & KLEIN

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1901  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

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September 4, 1998

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

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-09/08/98--01113--018  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: Articles of Incorporation  
RESIGNOW, INC.**

Dear Sir or Madam:

Enclosed, please find an original and one fully executed copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 to cover your fees. Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed, self-addresses, stamped envelope.

Should you have any questions or concerns, contact the undersigned.

Sincerely yours,

Thomas R. Spencer, Jr.

TRS/al

98 SEP -8 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. BROCK SEP 14 1998

APPROVED  
AND  
FILED

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**ARTICLES OF INCORPORATION  
OF  
RESIGNOW, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Corporations Not for Profit Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is **RESIGNOW, Inc.**, and its address is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131.

**Article II**

The duration of the corporation shall be perpetual.

**Article III**

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Corporations Not for Profit Act, chapter 617, Florida statutes.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
- (3) No part of the net earnings, gains, or assets of the corporation shall inure to the benefit of or be distributed to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated).

## **Article IV**

### **Certificates of Membership**

The aggregate number of certificates of membership shall be limited to 1,000.

### **Registered Office and Agent**

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131, and the name of the initial registered agent at such address is THOMAS R. SPENCER.

## **Article VI**

### **Directors**

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as the member of the initial Board of Directors is:

Name: TOM SPENCER  
Address: c/o SPENCER & KLEIN, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

Name: HEATHER SPENCER  
Address: c/o SPENCER & KLEIN, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

Name: CHRISTINE SPENCER  
Address: c/o SPENCER & KLEIN, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

**Article VII**

**Incorporator**

The name and address of the Incorporator is:

TOM SPENCER  
c/o SPENCER & KLEIN, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

**Article VIII**

**Indemnification**

The corporation shall indemnify each director, officer, and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director, or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 4 day of September, 1998.

\_\_\_\_\_  
INCORPORATOR

By: \_\_\_\_\_

TOM SPENCER

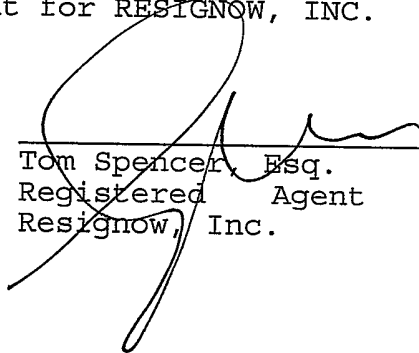
STATEMENT OF ACCEPTANCE  
REGISTERED AGENT DUTIES  
RESIGNOW, INC.

I, TOM SPENCER, ESQ., am familiar with and accept the duties and responsibilities of Registered Agent for RESIGNOW, INC.

Date

Sept. 4, 1998

Tom Spencer, Esq.  
Registered Agent for  
Resignow, Inc.



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED