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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**RSC CONSULTING, INC.**

Certificate of Status	1
Certified Copy	0
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 18, 1998

FAS-T CORP. AGENTS

SUBJECT: RCS CONSULTING, INC.  
REF: W98000021339

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Doris McDuffie  
Corporate Specialist Supervisor

FAX Aud. #: H98000017422  
Letter Number: 598A00047251

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**ARTICLES OF INCORPORATION**  
**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RCS Consulting, Inc.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

**RCS Consulting, Inc.**

The principal place of business of this corporation shall be:

1390 South Dixie Hwy., Suite 1108 Coral Gables, Fl 33146  
**RCS Consulting, Inc.**

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Prepared by: Francis M. Switzer  
1390 S. Dixie Hwy. Suite # 1108  
Miami, Fl  
305- 663-3566

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1,000 Shares

\$1.00 Par value

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is (are):

Francis M. Switzer  
1390 South Dixie Hwy., Suite 1108  
Coral Gables, FL 33146


**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

Francis M. Switzer  
1390 South Dixie Hwy., Suite 1108  
Coral Gables, FL 33146

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have)  
executed these Articles of Incorporation this 17th day of  
September, 1998.

Signature(s) of Incorporator(s)

  
\_\_\_\_\_  
\_\_\_\_\_

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

RCS Consulting, Inc.

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

Francis M. Switzer 1390 South Dixie Hwy., Suite 1108  
(P.O. BOX NOT ACCEPTABLE)

Coral Gables, FL 33146

(CITY/STATE/ZIP)

SIGNATURE

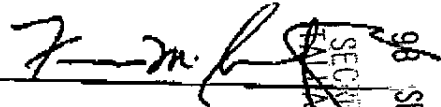


TITLE President

DATE 9/17/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE 9/17/98

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