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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,  
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NAME: RICHARD BRANDON MANAGEMENT CORP. II

AUDIT NUMBER.....H98000017541

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

CERT. OF STATUS..0

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THE PRINCIPALS IN THIS FILING ARE THE SAME AS  
RICHARD BRANDON MANAGEMENT, CORP.  
DOC. NO.: P98000055795.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TAMMSE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**RICHARD BRANDON MANAGEMENT CORP. II**

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be RICHARD BRANDON MANAGEMENT CORP. II.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be to conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

This corporation is authorized to do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles of Incorporation, or any amendment thereof.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - ADDRESS OF CORPORATION**  
**AND REGISTERED AGENT**

The mailing address of the principal office of this corporation shall be Post Office Box 431984, Miami, FL 33243-1984. The street and mailing address of the registered agent of the corporation in the State of Florida shall be 5703 S.W. 85th Street, South Miami, FL 33143.

Prepared by: Glen A. Stanke, Esq., FL Bar # 331848  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
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**ARTICLE V - REGISTERED AGENT**

The name of the initial registered agent of the corporation is L. Richard Mattaway.

**ARTICLE VI - BOARD OF DIRECTORS**

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.
- C. The name and mailing address of the initial member of the Board of Directors who shall serve until his successor(s) shall have been elected and qualified is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
L. Richard Mattaway	P.O. Box 431984 Miami, FL 33243-1984

**ARTICLE VII - INCORPORATOR TO ARTICLES**

The name and mailing address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
L. Richard Mattaway	P.O. Box 431984 Miami, FL 33243-1984

**ARTICLE VIII - RESTRICTIONS ON TRANSFERS**

No attempt to transfer either legal or beneficial ownership of any stock or of any interest in stock in the corporation shall be effective unless and until the Secretary of the corporation registers such change of legal or beneficial ownership or interest as the case may be, in the corporate records. The Secretary shall not register any such transfer in legal or beneficial ownership of any shares or

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of any interest in shares of the corporation unless and until either 1) stockholders of 51% of the voting stock of the corporation approve of such proposed transfer in writing, or 2) the proposed transferee furnishes an opinion letter of counsel, in form and substance reasonably satisfactory to counsel for this corporation, that the proposed transferee is an eligible shareholder of stock in an "S corporation" under the Internal Revenue Code of 1986, or a corresponding provision of a future revenue law and only if the transferee consents to the corporations election to be an "S corporation." This Article VIII shall only apply if the corporation, at the time of the proposed transfer of legal or beneficial ownership of its stock, or an interest in its stock is either an "S corporation," as defined in Section 1362(a)(1) of the Internal Revenue Code of 1986 or a corresponding provision of a future revenue law, or if an S corporation election for a tax year beginning within twelve (12) months of the proposed transfer date has been filed with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 14<sup>th</sup> day of

Sept., 1998.

  
Richard Mattaway  
INCORPORATOR

Prepared by: Glen A. Stankes, Esq., FL Bar # 331848  
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SENT BY: RUDEN MCCLOSKEY

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, L. Richard Mattaway, hereby accept the appointment as the registered agent of RICHARD BRANDON MANAGEMENT CORP. II, as made in the foregoing Articles of Incorporation.

Dated: Sept 14, 1998.

  
L. Richard Mattaway

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TALLAHASSEE, FLORIDA

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