

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 Fax (904) 222-1666

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Profit

1.) RMB USA, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

100002736161--6
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*******78.75 *****78.75**

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99 JAN 12 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

99-0665

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T. SMITH JAN 11 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 11, 1999

CORPORATE ACCESS, INC.

SUBJECT: RMB ENTERPRISES, INC.
Ref. Number: W99000000665

Corrected 1/12
NT (smiley face)

We have received your document for RMB ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 499A00001161

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

RMB USA, INC.

ARTICLE I

NAME AND DURATION

The name of the Corporation is RMB USA, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 4786 Distribution Drive, Tampa, Florida 33605-5922.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 1400 West Fairbanks Avenue, Suite 204 in the City of Winter Park, County of Orange. The name of the registered agent at such address is Charles R. Harrison.

ARTICLE IV

CORPORATE PURPOSES, POWERS AND RIGHTS

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL STOCK

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") at \$0.01 par value per share.

ARTICLE VI
INCORPORATOR

The name and mailing address of the incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles R. Harrison	1400 West Fairbanks Avenue, Suite 204 Winter Park, Florida 32789

ARTICLE VII
BOARD OF DIRECTORS

The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

The name(s) and mailing address(es) of the person(s) who shall serve as director(s) of the Corporation until the first annual meeting of the shareholders is/are as follows:

<u>Name</u>	<u>Address</u>
Ruth L. Benfield	25460 Hayman Road Brooksville, Florida 34602

ARTICLE VIII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

BYLAWS

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Winter Park, Orange County, Florida, this 8th day of January, 1999.

Charles R. Harrison
Charles R. Harrison, Esquire

STATE OF FLORIDA

COUNTY OF ORANGE

SUBSCRIBED and SWORN to before me this _____ day of _____, 1999 by
Charles R. Harrison, the incorporator of RMB USA, INC., a Florida corporation, who
(check one): ☐ is personally known to me; ☐ has produced a valid driver's license
_____ or ☐ has produced other identification, to-wit:
_____.

Notary Public - State of Florida

REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That RMB USA, INC. desiring to organize under the laws of the State of Florida, with its principal office at 4786 Distribution Drive, Tampa, Florida 33605-5922 as indicated in the Articles of Incorporation, has named Charles R. Harrison, located at 1400 West Fairbanks Avenue, Suite 204, Winter Park, Florida 32789, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with section 607.0501, Florida Statutes.


Charles R. Harrison

DATED: 1/8/99

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