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**SANCHELIMA & ASSOCIATES, P.A.**

*Attorneys At Law*

PATENTS, TRADEMARKS & COPYRIGHTS

December 3, 1999

235 S.W. LE JEUNE ROAD  
MIAMI, FL 33134-1762  
(305) 447-1617  
FAX: (305) 445-8484

*J. Sanchelima*, REG. PAT. ATTY.

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: **R & S MULTI MEDIA SERVICE, INC.**  
Our file No. 19783

Dear Sir/Madam:

100003065601--0  
-12/09/99--01069--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed please find the Articles of Incorporation for the above referenced entity, along with our check to cover the pertinent filing fees, in the amount of \$ 87.50 (Filing Fee, Certified Copy, and Certificate of Status).

If you have any questions or comments in regard to this matter, please do not hesitate to contact us.

Very truly yours,

SANCHELIMA & ASSOCIATES, P.A.

*Gladys Richardson for*  
Jesus Sanchelima, Esq.

FILED  
99 DEC -9 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JS/gc

Enclosures: Articles, copy and check

12-13  
WC

FILED  
99 DEC -9 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**R & S Multi Media Services, Inc.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of the corporation shall be:

R & S Multi Media Services, Inc.

**ARTICLE II**

**DURATION OF THE CORPORATION**

The corporation shall exist perpetually unless sooner dissolved according to law.

### **ARTICLE III**

#### **PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

### **ARTICLE IV**

#### **AUTHORIZED CAPITAL**

The corporation shall be authorized to issue 100 shares of common stock of \$ 1.00 par value, for the total authorized capital of \$ 100.00 .

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the board of Directors. Consideration for the stock shall not be less than par value and shares may not be issued until fully paid.

## **ARTICLE V**

### **DIRECTORS**

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial directors of this corporation:

Ronin Molcho  
16710 NE 9th Avenue,#711  
N. Miami Beach , Florida

Susan Haas  
213 Capital Avenue  
Box 1153  
Island Heights, New Jersey 08732

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 235 S.W. Le Jeune Rd., Miami, Fl. 33134 and the name of the initial registered agent at that address is Jesus Sanchelima .

**ARTICLE VII**

**INCORPORATOR**

The name and address of the Incorporator is:

Jesus Sanchelima, Esq.  
235 S.W. Le Jeune Rd.  
Miami, Florida 33134  
(305) 447-1617

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify its present or former officers or directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX**  
**AMENDMENTS TO ARTICLES**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the Incorporator has hereunto subscribed this name, on the 3<sup>rd</sup> day of December, 1999.

  
\_\_\_\_\_  
Jesus Sanchelima

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent  
of R & S Multi Media Services, Inc. .

Dated this 3<sup>rd</sup> day of December, 1999.

FILED  
99 DEC -9 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J Sanchelima  
JESUS SANCHELIMA, Reg. Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared  
Jesus Sanchelima, to me well known to be the person described in and who  
executed the foregoing instrument, and acknowledged to and before me  
that the instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal, this 3<sup>rd</sup> day of  
December, 1999.

Gilberto Padin  
Notary Public  
State of Florida at Large

My commission Expires:

