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**DESANTIS, GASKILL,  
SMITH & SHENKMAN, P.A.**

ATTORNEYS AT LAW

11891 U.S. HIGHWAY ONE  
P.O. BOX 14127  
NORTH PALM BEACH, FLORIDA 33408-0127  
(407) 622-2700  
FAX 622-2841

FILED  
95 JUL - 2 AM 10:54  
SECRETARIE OF STATE  
TALLAHASSEE, FLORIDA

CONRAD J. DESANTIS  
also admitted in  
Pennsylvania

TIMOTHY W. GASKILL  
Board Certified  
Civil Trial Attorney

MIRKHOTEL R. LEVYL  
also admitted in  
Kansas

STEVEN L. ROBBINS

CURTIS L. SHENKMAN  
Board Certified  
Real Estate Attorney

DONALD H. SMITH

OF COUNSEL

MILTON PROFF  
also admitted in  
New Jersey

July 1, 1996

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\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Incorporation of RNL International, Inc.


Dear Sir/Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation of RNL International, Inc., my check numbered 5144, in the amount of \$122.50 (reflecting a \$70.00 filing fee and \$52.50 for a certified copy of the Articles), payable to the Florida Secretary of State, and a return Federal Express package.

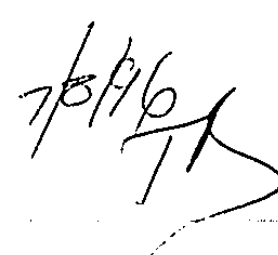
Please incorporate the above, and return one certified copy to me in the Federal Express package enclosed.

Thank you for your time and attention herein, and should you have any questions or concerns regarding this matter, please do not hesitate to contact me.

Very truly yours,

  
Steven L. Robbins

SLR/mh  
Enclosures

7/19/96  


ARTICLES OF INCORPORATION  
OF  
RNL INTERNATIONAL, INC.

FILED  
65 JUN -2 4 10:54  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE I. NAME

The name of this corporation shall be RNL INTERNATIONAL, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

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

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100,000 shares common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the

Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.

- B.
1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
  2. 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.
  3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

Steven L. Robbins  
6334 Foster Street  
Palm Beach Gardens, Florida 33418

Hortensia M. Robbins  
6334 Foster Street  
Palm Beach Gardens, Florida 33418

#### ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

DeSantis, Gaskill, Smith & Shenkman, P.A.  
11891 US Highway One  
North Palm Beach, FL 33408  
Steven L. Robbins, Esquire/FL Bar No. 0710288  
561-622-2700

Fax Audit No.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office, and the address of this corporation's initial registered office (and the name of the individual who shall serve as this corporation's initial registered agent at that address), respectively, are:

6334 Foster Street  
Palm Beach Gardens, Fl 33418

Steven L. Robbins, Esquire  
11891 U. S. Highway One  
North Palm Beach, FL 33408.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are: Steven L. Robbins, Esquire, 11891 U.S. Highway One, North Palm Beach, Florida 33408.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

  
\_\_\_\_\_  
Steven L. Robbins, Esquire - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of RNL INTERNATIONAL, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.

  
\_\_\_\_\_  
Steven L. Robbins, Esquire - Registered Agent

State of FLORIDA  
County Of PALM BEACH COUNTY

On July 1, 1996, Steven L. Robbins, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification,

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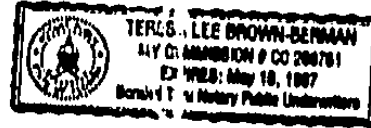
personally appeared before me at the time of notalization, and, after being given the oath, acknowledged signing these Articles Of Incorporation.

Teresa Lee Brown - Berman

Notary Public

Teresa Lee Brown - Berman

(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

CC. 286761  
5/19/97 (SEAL)

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96 JUL -2 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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