

SHELDON ENGELHARD, P.A.
COUNSELLOR AT LAW

SHELDON ENGELHARD (FI & NY)

THE PLAZA
5355 TOWN CENTER ROAD
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1501 BROADWAY
NEW YORK, NEW YORK 10036

407/750-7601
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P97000002676

December 6, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: ~~RARS~~, CORP. *RARS*

Gentlemen:

We are enclosing the original and one copy of Articles of Incorporation for this proposed corporation together with our check in the amount of \$122.50.

The enclosed check represents the Filing Fees, Fee for the Registered Agent Designation, and one Certified Copy of the Articles of Incorporation.

Your cooperation will be appreciated.

Very truly yours,

Sheldon Engelhard (ged)

SHELDON ENGELHARD

SE:ged
enclosures

FILED
97 JAN 10 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/10
NA
11/10

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NEW YORK, NEW YORK 10036

Via Federal Express

January 9, 1997

Loria Poole, Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

RE: RASR, CORP.
Letter No.: 396A00055420
Ref. No.: W96000026050

Dear Ms. Poole:

We are in receipt of your letter, dated December 11, 1996. We are enclosing Articles of Incorporation of RASR, CORP., in place and stead of the rejected Articles previously submitted.

We are also enclosing a copy of your December 11, 1996, letter for your convenience, and as requested.

If there is anything further needed at this time, please do not hesitate to let us know.

Very truly yours,



SHELDON ENGELHARD

SE:ged
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1996

SHELDON ENGELHARD, P.A.
5335 TOWN CENTER ROAD
SUITE 801
BOCA RATON, FL 33486

SUBJECT: RARS, CORP.
Ref. Number: W96000026050

We have received your document for **RARS, CORP.** and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 396A00055420

ARTICLES OF INCORPORATION
OF
RASR, CORP.

FILED
97 JAN 10 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of the corporation is: RASR, CORP.

ARTICLE II

Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III

Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The corporation is authorized to issue Five Hundred (500) shares of no par value Common Stock, which shall be designated "Common Shares".

ARTICLE V

Initial Registered Office and Agent

The principal office, if known, or the mailing address of the corporation is:

9815 Highway 98 West
Hidden Dunes, Apt. 840A
Destin, FL 32541

The name and street address of the Initial Registered Agent of this Corporation is:

Lona J. Woldenberg
9815 Highway 98 West
Hidden Dunes, Apt. 840A
Destin, FL 32541

ARTICLE VI

Incorporators

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

Sheldon Engelhard, Esq.
The Plaza, Suite 801
5355 Town Center Road
Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of January, 1997.


SHELDON ENGELHARD

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

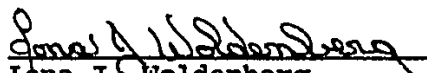
Certificate of Registered Agent
of
RASR, CORP.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 9815 Highway 98 West, Hidden Dunes, Apt. 840A, Destin, FL 32541, has named Lona J. Woldenberg, located at 9815 Highway 98 West, Hidden Dunes, Apt. 840A, Destin, FL 32541, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Law in keeping open said office.


Lona J. Woldenberg
Registered Agent

FILED
97 JAN 10 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA