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DIRECT DIAL

March 10, 1997

Federal Express
Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

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-03/11/97--01094--016
****131.25 ****131.25

Re: Retail Diversified Investors Corp.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for RETAIL DIVERSIFIED INVESTORS CORP. for filing with your office along with a check in the amount of \$131.25 to cover your fees and costs.

We would also like to obtain the following documents on behalf of the new entity:

1. Certified Copy of the Articles of Incorporation
2. Certificate of Status

PLEASE DO NOT STAPLE OR IN ANY WAY PUT HOLES IN THESE DOCUMENTS BECAUSE THEY WILL NOT BE ACCEPTED FOR AUTHENTICATION.

Please return documents to the undersigned in the enclosed Federal Express envelope. Thank you for your assistance in this matter.

Very truly yours,

Lisa E. Garlatti
LISA E. GARLATTI
Legal Assistant

/hs
Enclosures
cc: John P. Hickey, Esq.

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97 MAR 11 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 MAR 11 PM 1:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RETAIL DIVERSIFIED INVESTORS CORP.

The undersigned, acting as incorporator, in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) shall be **Retail Diversified Investors Corp.**

SECOND: The duration of the corporation shall be perpetual.

THIRD: The date and time of the commencement of the corporate existence is the time of filing of Articles by the Department of State.

FOURTH: The purposes for which the corporation is initially organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act, including but not limited to the ownership of interests in and/or operation of printing and related businesses.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is:

One thousand (1,000) common shares at no par value per share.

SIXTH: The address of the initial registered office and principal office of the corporation in the State of Florida is 4675 S. W. 74th Street, Miami, Florida 33143 and the name of the initial registered agent of the corporation at such address is Alan H. Potamkin.

SEVENTH: The corporation shall have at least two directors, with the exact number to be specified by a majority of the directors from time to time. The number of directors constituting the initial Board of Directors of the corporation is two and the names and the addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Potamkin	4675 S.W. 74th Street Miami, FL 33143
Alan H. Potamkin	4675 S.W. 74th Street Miami, FL 33143

EIGHTH: The corporation shall indemnify its officers and directors to the fullest extent permitted by law either now or hereafter.

NINTH: The name and the address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alan H. Potamkin	4675 S.W. 74th Street Miami, FL 33143

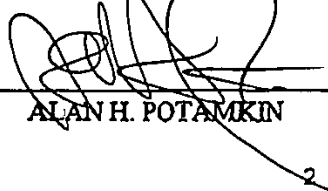
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 10th day of March, 1997.



ALAN H. POTAMKIN, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation name in the foregoing Articles of Incorporation.

By: 

ALAN H. POTAMKIN

FILED
MAR 11 PM 1:29
STATE OF FLORIDA
TALLAHASSEE

STATE OF)
) SS.:
 COUNTY OF)

On this 10th day of March, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared Alan H. Potamkin, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of Potamkin Investments, Inc. and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said corporation.

Witness my hand and seal of office on the day and year aforesaid.

E. Alexander

 Notary Public

Commission expires:

(Notarial Seal)

OFFICIAL NOTARY SEAL E ALEXANDER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC295290 MY COMMISSION EXP. JULY 15, 1997
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