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Schantz
Schatzman &
Aaronson, P.A.

September 30, 1997

[VIA UPS]

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

2000023086 12--5
-10/01/97--01061--007
****122.50 ****122.50

RE: RS International Corp

Gentlemen:

Enclosed herewith please find original Articles of Incorporation of RS International Corp. together with my Trust Account check to your order in the sum of \$122.50.

Would you please be good enough to file the enclosed Articles of Incorporation and forward me a copy thereof after filing.

I enclose a stamped, self-addressed envelope for your convenience.

Please call me should you have any questions with respect to the foregoing.

Sincerely,

SCHANTZ, SCHATZMAN & AARONSON, P.A.

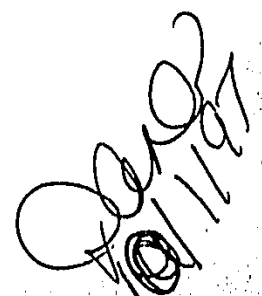

IRVING SHIMOFF
Of Counsel

IS/cc
Enclosure

cc: Mr. John Reese

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FILED
97 OCT -1 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
RS INTERNATIONAL CORP.

FILED
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SECRET
TALLAHASSEE FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

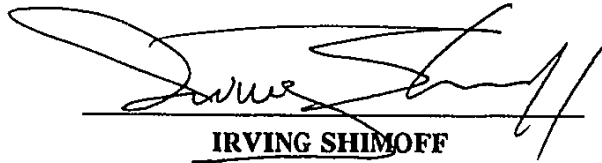
- FIRST:** The name of the Corporation is RS INTERNATIONAL CORP. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is Suite 1050, 200 South Biscayne Blvd., Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is Suite 1050, 200 South Biscayne Blvd., Miami, Florida, and the registered agent at that address is Irving Shimoff.
- FIFTH:** The name and address of the incorporator of the Corporation is Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of September, 1997.


IRVING SHIMOFF, Incorporator

**ARTICLES OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


IRVING SHIMOFF

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97 OCT -1 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA