P98000097520

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 034176 4303929

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : $ 87.50

ORDER DATE : November 17, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 034176-005

400002689194--1

CUSTOMER NO: 4303929

CUSTOMER: Ms. Yolanda Rodriguez
GREENBERG TRAURIG
GREENBERG TRAURIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: RDI ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

2555
W98-25899
167-2555

EXAMINER'S INITIALS: 11/19/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 17 PM 2:28

RECEIVED
98 NOV 17 AM 11:20
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
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DIVISION OF CORPORATIONS
98 NOV 17 PM 2:28

November 18, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original submission date as file date.

SUBJECT: RDI ACQUISITION CORP.
Ref. Number: W98000025899

We have received your document for RDI ACQUISITION CORP. and the authorization to debit your account in the amount of $87.50. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00055475

98 NOV 19 PM 1:06
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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98 NOV 17 PM 2:28

November 17, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original submission date as file date.

SUBJECT: RDI ACQUISITION CORP.
Ref. Number: W98000025899

We have received your document for RDI ACQUISITION CORP. and the authorization to debit your account in the amount of $87.50. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 898A00055271

RECEIVED
98 NOV 18 AM 11:24
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

RDI Acquisition Corp.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:
RDI Acquisition Corp.

ARTICLE II. MAILING ADDRESS OF CORPORATION

c/o HEICO CORPORATION
3000 Taft Street
Hollywood, Florida 33021

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of $.01 per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE V. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation in the State of Florida shall be:

VICTOR H. MENDELSON, ESQ.
3000 Taft Street
Hollywood, Florida 33021

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

THOMAS S. IRWIN
3000 Taft Street
Hollywood, Florida 33021

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

VICTOR H. MENDELSON, ESQ.
3000 Taft Street
Hollywood, Florida 33021

ARTICLE X. CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII. INDEMNIFICATION

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 13th day of November 1998.

By: ______________________
Victor H. Mendelson, Esq.

STATE OF FLORIDA)
) **SS:**
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Victor H. Mendelson, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 13 day of November, 1998.

Vivian E. Machado
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
VIVIAN E MACHADO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC549337
MY COMMISSION EXP. APR. 29,2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That RDI Acquisition Corp., desiring to organize under the laws of the State of Florida, with its initial registered office at c/o HEICO Corporation, 3000 Taft Street, Hollywood, Florida 33021, appoints Victor H. Mendelson, as its agent to accept service of process within this state.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 17 PM 2:28

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Statutes relative to keeping open said office.

Victor H. Mendelson, Esq.

articles.cor