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L64185

Steel Hector & Davis
Requestor's Name

Address

City/State/Zip

Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. RBB Acquisition Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 12:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
97 SEP 17 PM 3:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

OK per
S.R.

9/16
merger
CC

Examiner's Initials	
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L64185

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

RBB ACQUISITION CORP., a Florida corporation, P97000060927

INTO

RUBIN BARNEY & BIRGER, INC., a Florida corporation, L64185

File date: September 17, 1997

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER

OF

RBB ACQUISITION CORP.
(Florida corporation)

AND

RUBIN BARNEY & BIRGER, INC.
(Florida corporation)

FILED

97 SEP 17 PM 3:55

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned corporations hereby submit these Articles of Merger pursuant to Sections 607.1101 and 607.1105, Florida Statutes, and certify that:

1. RBB Acquisition Corp., a Florida corporation ("RBB") shall be merged with and into Rubin Barney & Birger, Inc. ("Rubin Barney"), a Florida corporation (RBB and Rubin Barney, sometimes referred to herein as the "Constituent Corporations"), and Rubin Barney shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which RBB shall be merged with and into the Surviving Corporation (the "Merger") was adopted pursuant to Section 607.0824, Florida Statutes, by the Board of Directors of RBB on September 3, 1997 and by the Board of Directors of Rubin Barney pursuant to 607.1101, Florida Statutes, by written consent dated September 3, 1997 in lieu of a meeting. The Plan of Merger was adopted pursuant to Section 607.1103, Florida Statutes, by the sole stockholder of RBB entitled to vote thereon by written consent dated September 3, 1997 in lieu of a meeting and the stockholders of Rubin Barney by written consent dated September 3, 1997 in lieu of a meeting. The number of votes cast by the respective stockholders was sufficient for approval. §607.1103, F.S.

3. The Merger shall become effective on the date of filing these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

4. The Merger shall be carried out in accordance with the attached plan of merger ("Plan of Merger").

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of RBB and Rubin Barney by their authorized officers as of September 17, 1997.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

RBB Acquisition Corp.

By: [Signature]
Name: Norman Hertz

Its: President

Rubin Barney & Birger, Inc.

By: [Signature]
Name: Christine Barney
Its: President

PLAN OF MERGER

SECTION 1. The Parties.

(a) RBB Acquisition Corp., a Florida corporation ("RBB") shall be merged with and into Rubin Barney & Birger, Inc. (the "Rubin Barney"), a Florida corporation (RBB and Rubin Barney, sometimes referred to herein as the "Constituent Corporations"), and Rubin Barney shall be the surviving corporation (the "Surviving Corporation").

(b) RBB represents and warrants that it is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, that it has all requisite corporate power and authority to enter into this Plan of Merger and that its authorized capital stock consists of 100 shares of common stock, no par value, of which all are issued and outstanding as of the Effective Time (as hereinafter defined), all of which are owned by The Interpublic Group of Companies, Inc. ("RBB Common Stock").

(c) Rubin Barney represents and warrants that it is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, that it has all requisite corporate power and authority to enter into this Plan of Merger and that its authorized capital stock consists of 750 shares of common stock, par value \$1.00 per share ("Rubin Barney Common Stock"), 100 of which are issued and outstanding as of the Effective Time.

SECTION 2. Terms and Conditions of Merger.

(a) The Merger (as hereinafter defined) shall become effective on the date of filing these Articles of Merger with the Secretary of the State of Florida (the "Effective Time").

(b) As of the Effective Time, RBB will be merged with and into Rubin Barney which will be the Surviving Corporation and which will continue to exist under its present name pursuant to the provisions of the Florida Business Corporations Act (the "Merger"). The separate corporate existence of RBB shall cease in accordance with the provisions of the Florida Business Corporations Act.

(c) From and after the Effective Time, Rubin Barney shall possess all the rights, privileges, power, immunities and franchises, of a public as well as a private nature of RBB, and all property, real, personal, and mixed, and all debts due on whatever account, all other choses in action, and all and every interest of or belonging to or due RBB shall be taken and deemed to be transferred to and vested in Rubin Barney without further act or deed; the title to all real estate or other property, or any interest therein, vested by deed or otherwise in RBB shall not revert or be in any way impaired by reason of the Merger; Rubin Barney shall henceforth be responsible and liable for all the liabilities, debts and duties of RBB, which liabilities, debts and duties may be enforced against Rubin Barney to the same extent as if such liabilities, debts and duties had been incurred or contracted by it, and any claim existing or action or proceeding pending by or against RBB and Rubin Barney may

be continued as if the Merger had not taken place, or Rubin Barney may be substituted in the proceeding for RBB, as the case may be; and, neither the rights of creditors nor any liens upon the property of RBB or Rubin Barney shall be impaired by the Merger.

(d) From and after the Effective Time, the Articles of Incorporation of Rubin Barney, as in effect immediately prior to the Effective Time, shall remain and be the Articles of Incorporation of the Surviving Corporation, as set forth in Exhibit A, attached hereto and incorporated herein by reference.

(e) From and after the Effective Time, the Bylaws of Rubin Barney, as in effect immediately prior to the Effective Time, shall remain and be the Bylaws of the Surviving Corporation.

(f) From and after the Effective Time, the directors and officers of Rubin Barney shall be the members of the Board of Directors of the Surviving Corporation and the officers of the Surviving Corporation, respectively, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

(g) From and after the Effective Time, the holders of all classes of stock of Rubin Barney and RBB shall be entitled only to the rights provided for in this Plan of Merger.

SECTION 3. Merger and Basis of Converting Shares.

(a) Upon the Effective Time, by virtue of the Merger and without further action by or on behalf of the holders thereof, each share of RBB Common Stock issued and outstanding immediately prior to the Effective Time shall be canceled as of the Effective Time.

(b) Upon the Effective Time, by virtue of the Merger and without further action by or on behalf of the holders thereof, each share of Rubin Barney Common Stock issued and outstanding immediately prior to the Effective Time shall be deemed converted into and shall represent the right to receive and shall be exchangeable for 609.60 shares of common stock of The Interpublic Group of Companies, Inc., the corporate parent of RBB.

SECTION 4. Other Provisions.

(a) Authorization. The Boards of Directors and the proper officers of the Constituent Corporations are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or to put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

(b) Amendment. This Plan of Merger may be amended by the Boards of Directors of the Constituent Corporations at any time prior to the filing of the Articles of Merger with the State of Florida.

(c) Termination. At any time prior to the filing of the Articles of Merger with the State of Florida, whether before or after approval of this Plan of Merger by the stockholders of the Constituent Corporations, the Plan of Merger may be terminated by mutual consent of the Boards of Directors of the Constituent Corporations.

(d) Governing Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida without regard to conflicts of laws principles thereunder.

(e) Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, this Plan of Merger has been executed on behalf of each of RBB and Rubin Barney by their authorized officers as of September 17, 1997.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

RBB Acquisition Corp.

By: 

Norman Holtz
(Print Name)

Its: President

Rubin Barney & Birger, Inc.

By: 

Christine Barney
(Print Name)

Its: President

State of Florida



Department of State

EXHIBIT "A"

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of RUBIN BARNEY & BIRGER, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is L64185.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Third day of September, 1997



CP2EO22 (2-95)

Sandra B. Morikham

Sandra B. Morikham
Secretary of State

L64185

ARTICLES OF INCORPORATION

OF

BSP-RUBIN, INC.

FILED
25 APR -6 PM 3:46
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is BSP-Rubin, Inc.

ARTICLES II - ADDRESS

The initial street address of the principal office of the Corporation shall be 1361 S.W. Third Avenue, Miami, Florida 33145.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is 750 shares of common stock having a par value of \$1.00 per share.



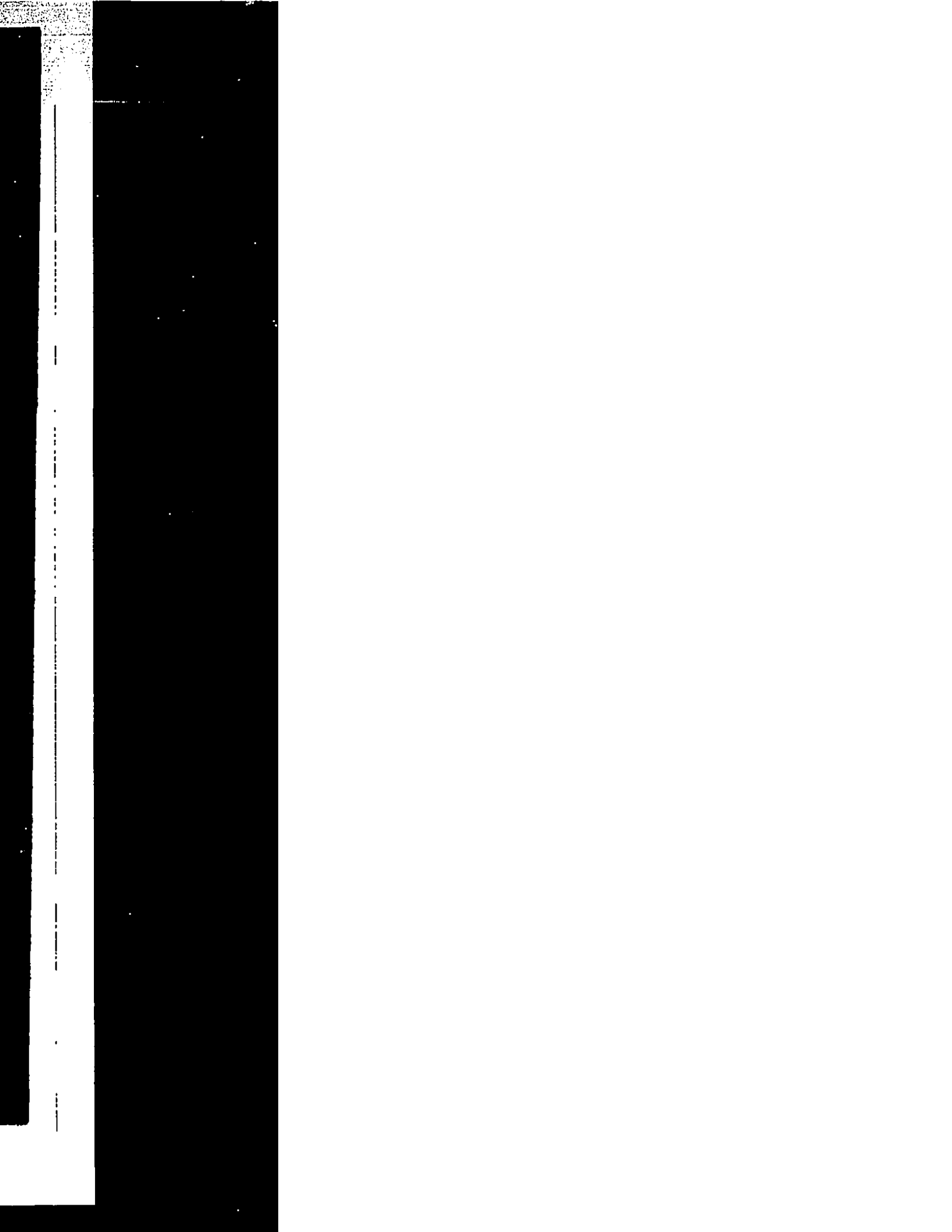
ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of the Corporation shall be c/o Thomson Muraro Bohrer & Razook, P.A., 2200 One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent of the Corporation at such office shall be Brian A. Hart, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Joyce Beber	3361 S.W. Third Avenue Miami, Florida 33145
Elaine Silverstein	3361 S.W. Third Avenue Miami, Florida 33145



ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Brian A. Hart	c/o Thomson Muraro Bohrer & Razook, P.A. 1200 One Biscayne Tower Two South Biscayne Boulevard Miami, Florida 33131

B. A. Hart
Brian A. Hart, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation of BSP-Rubin, Inc. were acknowledged before me this 5th day of April, 1990, by Brian A. Hart, as Incorporator.

Charles W. [Signature]
Notary Public - State of Florida

My Commission Expires:

(See:)

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES
JANUARY 1, 1991

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been appointed as registered agent to accept service of process for BSP-Rubin, Inc., hereby agrees to act in that capacity and further states that he is familiar with and accepts the obligations, and agrees to comply with the provisions, of Section 607.125, Florida Statutes.

B. A. Hart
Brian A. Hart, Registered Agent

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040290

**ARTICLES OF MERGER
OF
BRUCE RUBIN ASSOCIATES, INC., A FLORIDA CORPORATION
INTO
BSP-RUBIN, INC., A FLORIDA CORPORATION**

RECEIVED
OCT 10 1994
FBI

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, BRUCE RUBIN ASSOCIATES, INC., a Florida corporation ("BRAI") and BSP-RUBIN, INC., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging BRAI with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the Board of Directors and shareholders of each of BRAI and the Survivor by unanimous written consent in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act as of October 7th, 1994.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of 7th day of October, 1994.

BSP-RUBIN, INC.

By: 
Bruce Rubin, President

BRUCE RUBIN ASSOCIATES, INC.

By: 
Bruce Rubin, President



AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of October 7, 1994, between BRUCE RUBIN ASSOCIATES, INC., a Florida corporation ("BRAI"), and BSP-RUBIN, INC., a Florida corporation ("BSP").

BRAI has issued and outstanding 100 shares of Common Stock, par value \$1.00 per share (the "BRAI Common Stock"), 80 shares of which are owned by Bruce Rubin and 20 shares of which are owned by Christine Barney.

BSP has issued and outstanding 750 shares of Common Stock, par value \$1.00 per share (the "BSP Common Stock"), all of which are owned by Bruce Rubin.

BRAI and BSP desire to effect the statutory merger of BRAI with and into BSP, with BSP to survive such merger (the "Surviving Corporation").

1. Constituent Corporations. BRAI and BSP shall be parties to the merger (the "Merger") of BRAI with and into BSP.

2. Terms and Conditions of Merger. BRAI (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), be merged with and into BSP, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. Capital Stock; Conversion of Shares. Upon the Effective Date, each issued and outstanding share of BSP Common Stock shall be converted into the right to receive \$0.10. Upon the Effective Date, each issued and outstanding share of BRAI Common Stock shall be converted into one share of BSP Common Stock, and each certificate representing shares of BRAI Common Stock shall for all purposes be deemed to evidence the ownership of the same number of shares of BSP Common Stock as are set forth in such certificate.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall, as of the Effective Date, be amended as set forth in Annex I and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. Bylaws. The Bylaws of the Surviving Corporation shall, as of the Effective Date, be amended and restated to read in their entirety as set forth on Annex II and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.



6. Directors and Officers. On the Effective Date (i) the Directors of the Surviving Corporation shall consist of Bruce Rubin and Christine Barney and (ii) the Officers of the Surviving Corporation shall be Bruce Rubin - President, Secretary and Treasurer; Christine Barney - Executive Vice President; Larry Birger - Vice President; Gari Haber - Vice President; and John Quinn - Vice President, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. Effective Date. The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

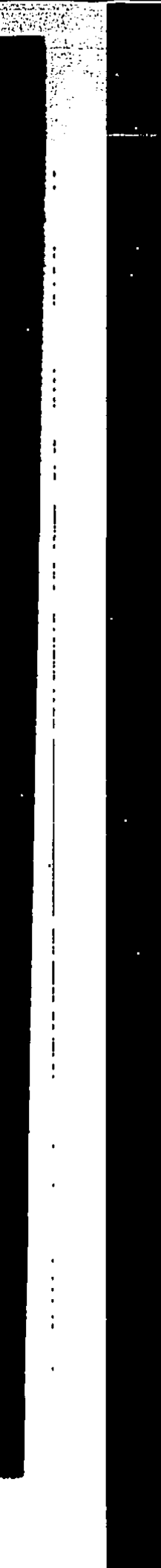
8. Amendment of Plan of Merger. The Board of Directors of each of BRAI and BSP is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(R) of the BCA.

BRUCE RUBIN ASSOCIATES, INC.

By: 
Bruce Rubin, President

BSP-RUBIN, INC.

By: 
Bruce Rubin, President



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BSP-RUBIN, INC.

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is BSP-RUBIN, INC. (the "Corporation"), Charter #L64185, filed on April 6, 1990.

2. The following Amendment to the Articles of Incorporation was adopted by all of the shareholders and all of the directors of the Corporation as of October 7, 1994 in the manner prescribed by §607.1003 of the Florida Business Corporation Act:

RESOLVED, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation is RUBIN BARNEY & BIRGER, INC. (hereinafter called the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of BSP-Rubin, Inc. as of this 7th day of October, 1994.

BSP-RUBIN, INC.,
a Florida corporation

BY: 

Bruce Rubin, President

RUBIN BARNEY & BIRGER, INC.

AMENDED AND RESTATED BYLAWS

ARTICLE ONE

OFFICES

Section 1. Registered Office. The registered office of RUBIN BARNEY & BIRGER, INC., a Florida corporation (the "Corporation"), shall be located in the City of Miami, State of Florida, unless otherwise designated by the Board of Directors.

Section 2. Other Offices. The Corporation may also have offices at such other places, either within or without the State of Florida, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or as the business of the Corporation may require.

ARTICLE TWO

MEETINGS OF SHAREHOLDERS

Section 1. Place. All annual meetings of shareholders shall be held at such place, within or without the State of Florida, as may be designated by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof. Special meetings of shareholders may be held at such place, within or without the State of Florida, and at such time as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Time of Annual Meeting. Annual meetings of shareholders shall be held on such date and at such time fixed, from time to time, by the Board of Directors, provided that there shall be an annual meeting held every year at which the shareholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 3. Call of Special Meetings. Special meetings of the shareholders shall be held if called by the Board of Directors, the President, or if the holders of not less than fifty percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

Section 4. Conduct of Meetings. The Chairman of the Board (or in his absence, the President or such other designee of the Chairman of the Board) shall preside at the annual and special meetings of shareholders and shall be given full discretion in establishing the rules and procedures to be followed in conducting

the meetings, except as otherwise provided by law or in these Bylaws.

Section 5. Notice and Waiver of Notice. Except as otherwise provided by law, written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the day of the meeting, either personally or by first-class mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each shareholder of record entitled to vote at such meeting. If the notice is mailed at least thirty (30) days before the date of the meeting, it may be done by a class of United States mail other than first-class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid. If a meeting is adjourned to another time and/or place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board of Directors, after adjournment, fixes a new record date for the adjourned meeting. Whenever any notice is required to be given to any shareholder, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before, during or after the time of the meeting stated therein, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records, shall be equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders need be specified in any written waiver of notice. Attendance of a person at a meeting shall constitute a waiver of (a) lack of or defective notice of such meeting, unless the person objects at the beginning to the holding of the meeting or the transacting of any business at the meeting, or (b) lack of defective notice of a particular matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the person objects to considering such matter when it is presented.

Section 6. Business of Special Meeting. Business transacted at any special meeting shall be confined to the purposes stated in the notice thereof.

Section 7. Quorum. Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of these shares exists with respect to that matter. Except as otherwise provided in the Articles of Incorporation or by law, a majority of the shares entitled to vote on the matter by each voting group, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders, but in no event shall a quorum consist of less than one-third (1/3) of the shares of each voting group entitled to vote. If less than a majority of out-



standing shares entitled to vote are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. After a quorum has been established at any shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shares entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

Section 8. Voting Per Share. Except as otherwise provided in the Articles of Incorporation or by law, each shareholder is entitled to one (1) vote for each outstanding share held by him on each matter voted at a shareholders' meeting.

Section 9. Voting of Shares. A shareholder may vote at any meeting of shareholders of the Corporation, either in person or by proxy. Shares standing in the name of another corporation, domestic or foreign, may be voted by the officer, agent or proxy designated by the bylaws of such corporate shareholder or, in the absence of any applicable bylaw, by such person or persons as the board of directors of the corporate shareholder may designate. In the absence of any such designation, or, in case of conflicting designation by the corporate shareholder, the chairman of the board, the president, any vice president, the secretary and the treasurer of the corporate shareholder, in that order, shall be presumed to be fully authorized to vote such shares. Shares held by an administrator, executor, guardian, personal representative, or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name or the name of his nominee. Shares held by or under the control of a receiver, a trustee in bankruptcy proceedings, or an assignee for the benefit of creditors may be voted by such person without the transfer thereof into his name. If shares stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary of the Corporation is given notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, then acts with respect to voting shall have the following effect: (a) if only one votes, in person or by proxy, his act binds all; (b) if more than one vote, in person or by proxy, the act of the majority so voting binds all; (c) if more than one vote, in person or by proxy, but the vote is evenly split on any particular matter, each faction is



entitled to vote the share or shares in question proportionally; or (d) if the instrument or order so filed shows that any such tenancy is held in unequal interest, a majority or a vote evenly split for purposes hereof shall be a majority or a vote evenly split in interest. The principles of this paragraph shall apply, insofar as possible, to execution of proxies, waivers, consents, or objections and for the purpose of ascertaining the presence of a quorum.

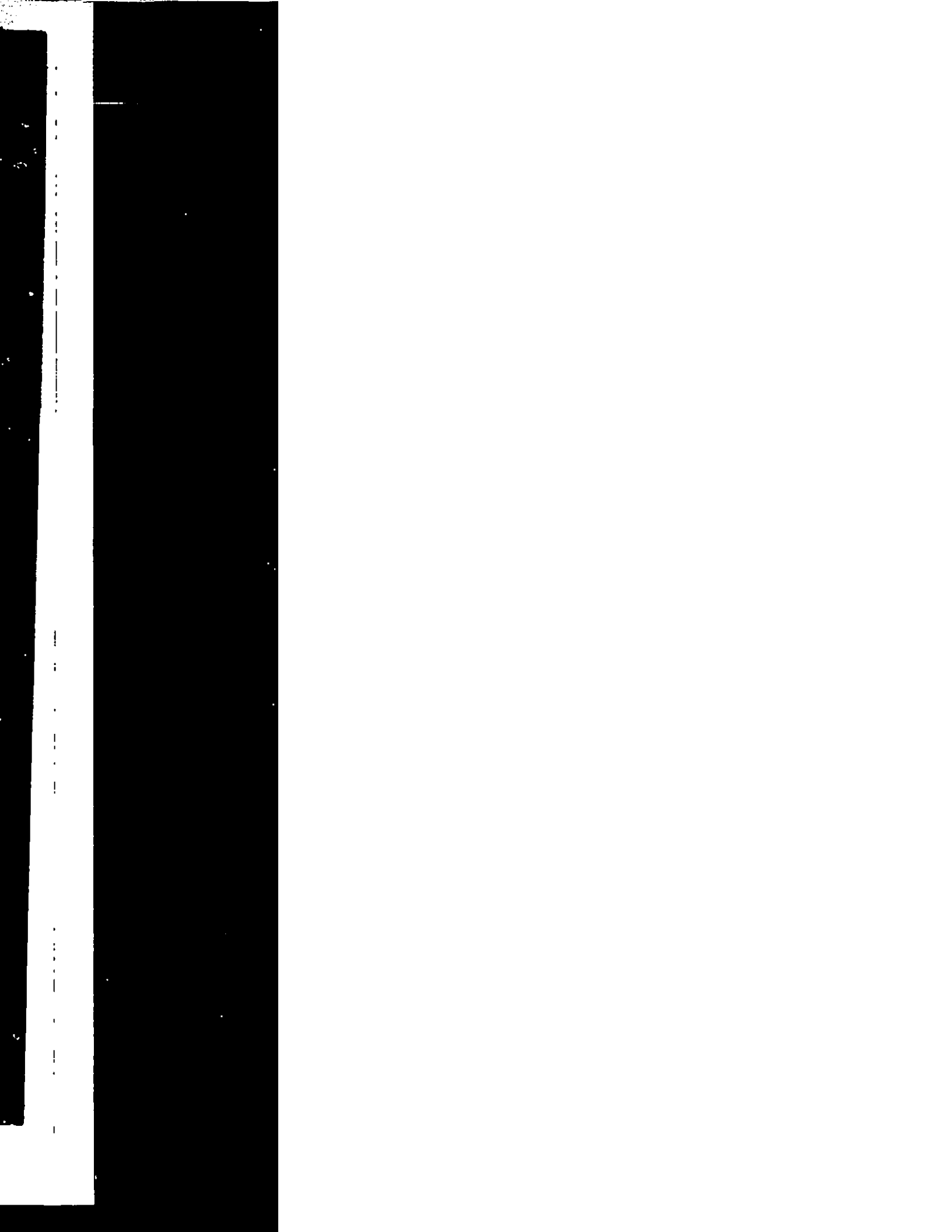
Section 10. Proxies. Any shareholder of the Corporation, other person entitled to vote on behalf of a shareholder pursuant to law, or attorney-in-fact for such persons may vote the shareholder's shares in person or by proxy. Any shareholder of the Corporation may appoint a proxy to vote or otherwise act for him by signing an appointment form, either personally or by his attorney-in-fact. An executed telegram or cablegram appearing to have been transmitted by such person, or a photographic, photostatic, or equivalent reproduction of an appointment form, shall be deemed a sufficient appointment form. An appointment of a proxy is effective when received by the Secretary of the Corporation or such other officer or agent which is authorized to tabulate votes, and shall be valid for up to 11 months, unless a longer period is expressly provided in the appointment form. The death or incapacity of the shareholder appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises his authority under the appointment. An appointment of a proxy is revocable by the shareholder unless the appointment is coupled with an interest.

Section 11. Shareholder List. After fixing a record date for a meeting of shareholders, the Corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of the meeting, arranged by voting group with the address of, and the number and class and series, if any, of shares held by each. The shareholders' list must be available for inspection by any shareholder for a period of ten (10) days prior to the meeting or such shorter time as exists between the record date and the meeting and continuing through the meeting at the Corporation's principal office, at a place identified in the meeting notice in the city where the meeting will be held, or at the office of the Corporation's transfer agent or registrar. Any shareholder of the Corporation or his agent or attorney is entitled on written demand to inspect the shareholders' list (subject to the requirements of law), during regular business hours and at his expense, during the period it is available for inspection. The Corporation shall make the shareholders' list available at the meeting of shareholders, and any shareholder or his agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Section 12. Action Without Meeting. Any action required by law to be taken at a meeting of shareholders, or any action that may be taken at a meeting of shareholders, may be taken without a meeting or notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted with respect to the subject matter thereof, and such consent shall have the same force and effect as a vote of shareholders taken at such a meeting.

Section 13. Fixing Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purposes, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days, and, in case of a meeting of shareholders, not less than ten (10) days, prior to the date on which the particular action requiring such determination of shareholders is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which the notice of the meeting is mailed or the date on which the resolutions of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this Section 13, such determination shall apply to any adjournment thereof, except where the Board of Directors fixes a new record date for the adjourned meeting or as required by law.

Section 14. Inspectors and Judges. The Board of Directors in advance of any meeting may, but need not, appoint one or more inspectors of election or judges of the vote, as the case may be, to act at the meeting or any adjournment(s) thereof. If any inspector or inspectors, or judge or judges, are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors or judges. In case any person who may be appointed as an inspector or judge fails to appear or act, the vacancy may be filled by the Board of Directors in advance of the meeting, or at the meeting by the person presiding thereat. The inspectors or judges, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots and consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots and consents, determine the result, and do such other acts as are



proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting, the inspector or inspectors or judge or judges, if any, shall make a report in writing of any challenge, question or matter determined by him or them, and execute a certificate of any fact found by him or them.

Section 15. Voting for Directors. Unless otherwise provided in the Articles of Incorporation, directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

ARTICLE THREE

DIRECTORS

Section 1. Number, Election and Term. The number of directors of the Corporation shall be fixed from time to time, within the limits specified by the Articles of Incorporation, by resolution of the Board of Directors: provided, however, no director's term shall be shortened by reason of a resolution reducing the number of directors. The directors shall be elected at the annual meeting of the shareholders, except as provided in Section 2 of this Article, and each director elected shall hold office for the term for which he is elected and until his successor is elected and qualified or until his earlier resignation, removal from office or death. Directors must be natural persons who are 18 years of age or older but need not be residents of the State of Florida, shareholders of the Corporation or citizens of the United States. Any director may be removed at any time, with or without cause, at a special meeting of the shareholders called for that purpose.

Section 2. Vacancies. A director may resign at any time by giving written notice to the Corporation, the Board of Directors or the Chairman of the Board. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the shareholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or until the next election of one or more directors by shareholders if the vacancy is caused by an increase in the number of directors.



Section 3. Powers. Except as provided in the Articles of Incorporation and by law, 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, its Board of Directors.

Section 4. Place of Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Florida.

Section 5. Annual Meeting. The first meeting of each newly elected Board of Directors shall be held, without call or notice, immediately following each annual meeting of shareholders.

Section 6. Regular Meetings. Regular meetings of the Board of Directors may also be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

Section 7. Special Meetings and Notice. Special meetings of the Board of Directors may be called by the Chairman of the Board or by the President and shall be called by the Secretary on the written request of any two directors. Written notice of special meetings of the Board of Directors shall be given to each director at least forty-eight (48) hours before the meeting. Except as required by statute, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notices to directors shall be in writing and delivered personally or mailed to the directors at their addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be received. Notice to directors may also be given by telegram, teletype or other form of electronic communication. Notice of a meeting of the Board of Directors need not be given to any director who signs a written waiver of notice before, during or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except on a director states, at the beginning of the meeting or promptly on arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

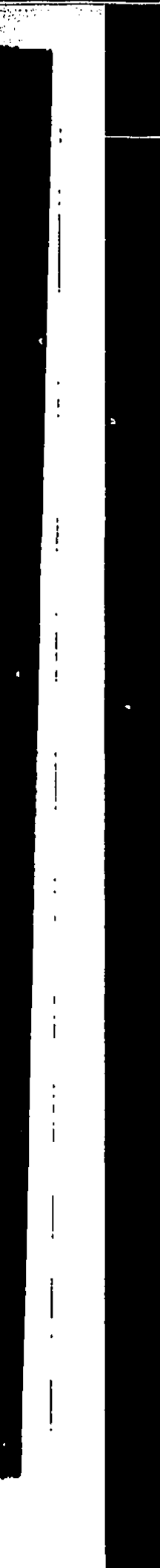
Section 8. Quorum; Required Vote; Presumption of Assent. A majority of the number of directors fixed by, or in the manner provided in, these bylaws shall constitute a quorum for the transaction of business; provided, however, that whenever, for any reason, a vacancy occurs in the Board of Directors, a quorum shall consist of a majority of the remaining directors until the vacancy has been filled. The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall

be the act of the Board of Directors. A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken shall be presumed to have assented to the action taken, unless he objects at the beginning of the meeting, or promptly upon his arrival, to holding the meeting or transacting specific business at the meeting, or he votes against or abstains from the action taken.

Section 9. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the Board of Directors or the committee, as the case may be, and such consent shall have the same force and effect as a unanimous vote at a meeting. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section 9 shall have the effect of a meeting vote and may be described as such in any document.

Section 10. Conference Telephone or Similar Communications Equipment Meetings. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground the meeting is not lawfully called or convened.

Section 11. Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the Corporation except where the action of the full Board of Directors is required by statute. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this Article Three, may designate one or more directors as alternate members of any committee, who may act in the place and stead of any absent member or members at any meeting of such committee. Vacancies in the membership of a committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. The executive committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of



Directors, or any member thereof, of any responsibility imposed upon it or him by law.

Section 12. Compensation of Directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 13. Chairman of the Board. The Board of Directors may, in its discretion, choose a chairman of the board who shall preside at meetings of the shareholders and of the directors and shall be an ex officio member of all standing committees. The Chairman of the Board shall have such other powers and shall perform such other duties as shall be designated by the Board of Directors. The Chairman of the Board shall be a member of the Board of Directors. But no other officers of the Corporation need be a director. The Chairman of the Board shall serve until his successor is chosen and qualified, but he may be removed at any time by the affirmative vote of a majority of the Board of Directors.

ARTICLE FOUR

OFFICERS

Section 1. Positions. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer, and, if elected by the Board of Directors by resolution, a Chairman of the Board. Any two or more offices may be held by the same person.

Section 2. Election of Specified Officers by Board. The Board of Directors at its first meeting after each annual meeting of shareholders shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer.

Section 3. Election or Appointment of Other Officers. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors, or, unless otherwise specified herein, appointed by the President of the Corporation. The Board of Directors shall be advised of appointments by the President at or before the next scheduled Board of Directors meeting.

Section 4. Salaries. The salaries of all officers of the Corporation to be elected by the Board of Directors pursuant to Article Four, Section 2 hereof shall be fixed from time to time by



the Board of Directors or pursuant to its discretion. The salaries of all other elected or appointed officers of the Corporation shall be fixed from time to time by the President of the Corporation or pursuant to his direction.

Section 5. Term; Resignation. The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors or the President of the Corporation may be removed, with or without cause, by the Board of Directors. Any officers or agents appointed by the President of the Corporation pursuant to Section 3 of this Article Four may also be removed from such officer positions by the President, with or without cause. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors, or, in the case of an officer appointed by the President of the Corporation, by the President or the Board of Directors. Any officer of the Corporation may resign from his respective office or position by delivering notice to the Corporation. Such resignation is effective when delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 6. President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. In the absence of the Chairman of the Board or in the event the Board of Directors shall not have designated a chairman of the board, the President shall preside at meetings of the shareholders and the Board of Directors.

Section 7. Vice Presidents. The Vice Presidents in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the Board of Directors shall prescribe or as the President may from time to time delegate.

Section 8. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the shareholders and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose



supervision he shall be. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it.

Section 9. Treasurer. The Treasurer shall have the custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires an account of all his transactions as treasurer and of the financial condition of the Corporation unless otherwise specified by the Board of Directors. The Treasurer shall be the Corporation's Chief Financial Officer.

Section 10. Other Officers, Employees and Agents. Each and every other officer, employee and agent of the Corporation shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him by the Board of Directors, the officer so appointing him and such officer or officers who may from time to time be designated by the Board of Directors to exercise such supervisory authority.

ARTICLE FIVE

CERTIFICATES FOR SHARES

Section 1. Issue of Certificates. The Corporation shall deliver certificates representing all shares to which shareholders are entitled; and such certificates shall be signed by the Chairman of the Board, President or a Vice President, and by the Secretary or an Assistant Secretary of the Corporation, and may be sealed with the seal of the Corporation or a facsimile thereof.

Section 2. Legends for Preferences and Restrictions on Transfer. The designations, relative rights, preferences and limitations applicable to each class of shares and the variations in rights, preferences and limitations determined for each series within a class (and the authority of the Board of Directors to determine variations for future series) shall be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder a full statement of this information on request and without charge. Every certificate representing shares that are restricted as to the sale, disposition, or transfer of such shares shall also indicate that such shares are restricted as to transfer and there shall be set forth or fairly summarized



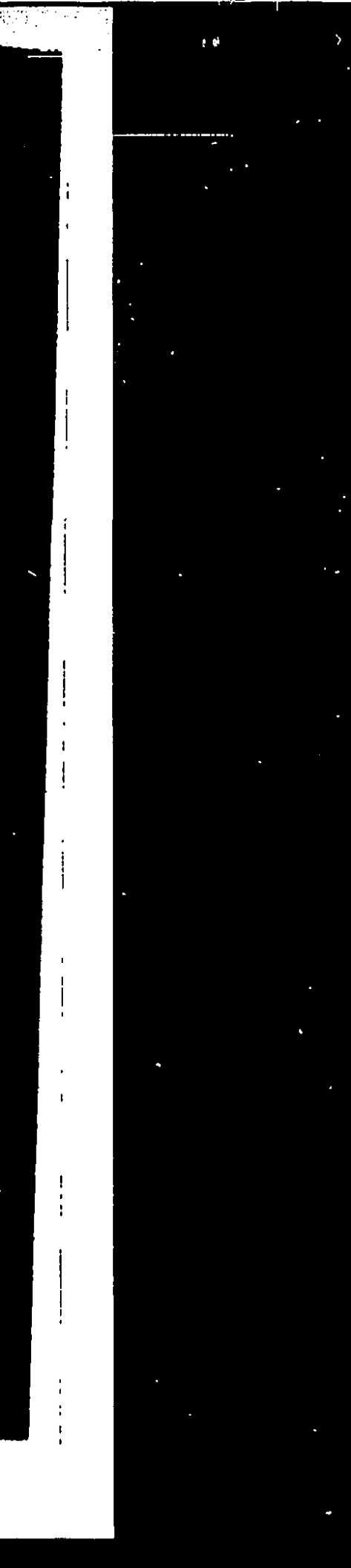
upon the certificate, or the certificate shall indicate that the Corporation will furnish to any shareholder upon request and without charge, a full statement of such restrictions. If the Corporation issues any shares that are not registered under the Securities Act of 1933, as amended, and registered or qualified under the applicable state securities laws, the transfer of any such shares shall be restricted substantially in accordance with the following legend:

"THESE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR UNDER ANY APPLICABLE STATE LAW. THEY MAY NOT BE OFFERED FOR SALE, SOLD, TRANSFERRED OR PLEDGED WITHOUT (1) REGISTRATION UNDER THE SECURITIES ACT OF 1933 AND ANY APPLICABLE STATE LAW, OR (2) AT HOLDER'S EXPENSE, AN OPINION (SATISFACTORY TO THE CORPORATION) OF COUNSEL (SATISFACTORY TO THE CORPORATION) THAT REGISTRATION IS NOT REQUIRED."

Section 3. Facsimile Signatures. The signatures of the Chairman of the Board, the President or a Vice President and the Secretary or Assistant Secretary upon a certificate may be facsimiles, if the certificate is manually signed by a transfer agent, or registered by a registrar, other than the Corporation itself or an employee of the Corporation. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of the issuance.

Section 4. Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate or stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

Section 5. Transfer of Shares. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transmission upon its books.



Section 6. Registered Shareholders. The Corporation shall be entitled to recognize the exclusive rights of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Florida.

Section 7. Redemption of Control Shares. As provided by the Florida Business Corporation Act, if a person acquiring control shares of the Corporation does not file an acquiring person statement with the Corporation, the Corporation may redeem the control shares at fair market value at any time during the 60-day period after the last acquisition of such control shares. If a person acquiring control shares of the Corporation files an acquiring person statement with the Corporation, the control shares may be redeemed by the Corporation only if such shares are not accorded full voting rights by the shareholders as provided by law.

ARTICLE SIX

GENERAL PROVISIONS

Section 1. Dividends. The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in cash, property, or its own shares pursuant to law and subject to the provisions of the Articles of Incorporation.

Section 2. Reserves. The Board of Directors may by resolution create a reserve or reserves out of earned surplus for any proper purpose or purposes, and may abolish any such reserve in the same manner.

Section 3. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 4. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year, unless otherwise fixed by resolution of the Board of Directors.

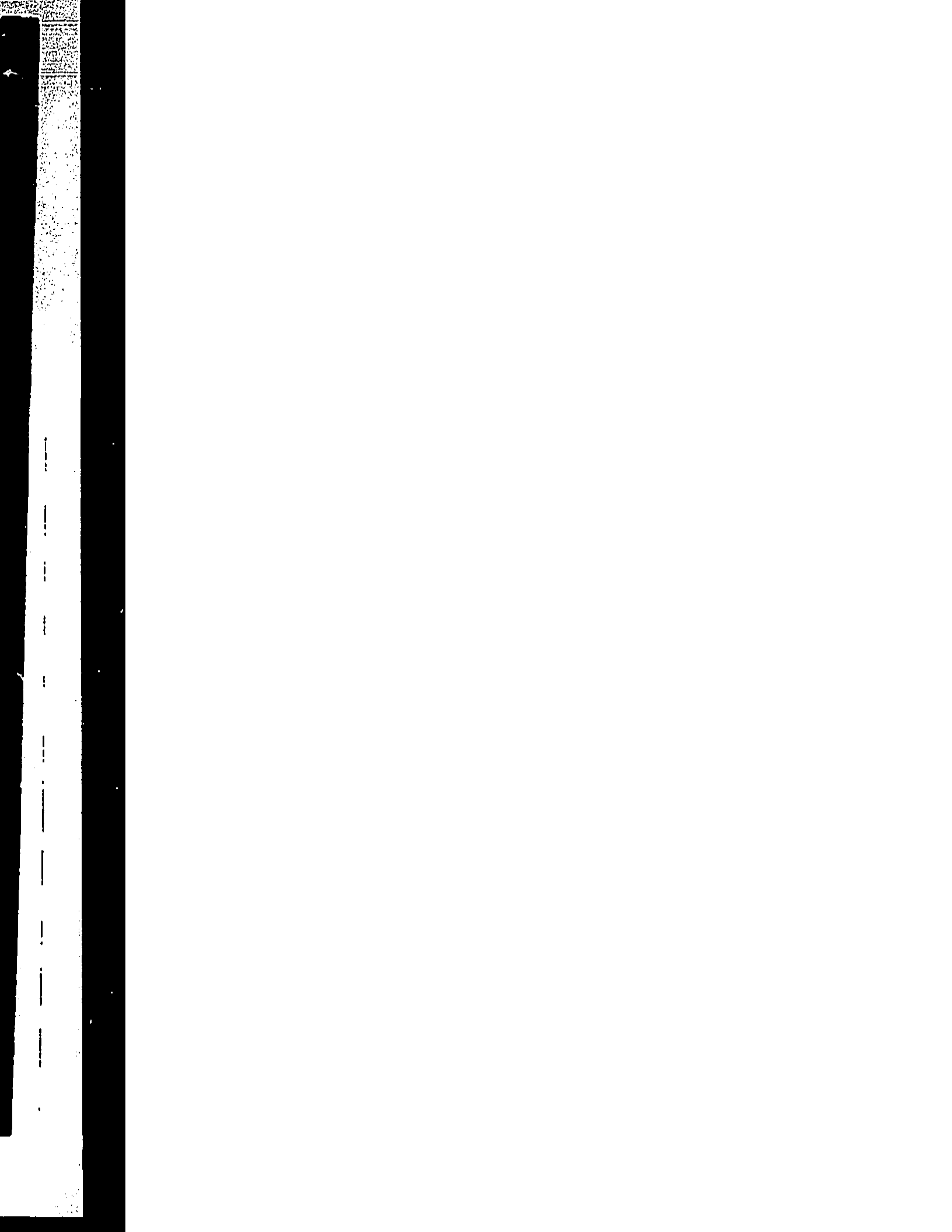
Section 5. Seal. The corporate seal shall have inscribed thereon the name and state of incorporation of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 6. Gender. All words used in these Bylaws in the masculine gender shall extend to and shall include the feminine and neuter genders.

ARTICLE SEVEN

AMENDMENTS OF BYLAWS

Unless otherwise provided by law, these Bylaws may be altered, amended or repealed or new Bylaws may be adopted by action of the Board of Directors.



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BSP-RUBIN, INC.

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is BSP-RUBIN, INC. (the "Corporation"), Charter #LB4185, filed on April 6, 1990.

2. The following Amendment to the Articles of Incorporation was adopted by all of the shareholders and all of the directors of the Corporation as of October 7, 1994 in the manner prescribed by §607.1003 of the Florida Business Corporation Act:

RESOLVED, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation is RUBIN BARNEY & BIRGER, INC. (hereinafter called the Corporation).

3 Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of BSP-Rubin, Inc. as of this 7th day of October, 1994.

BSP-RUBIN, INC.,
a Florida corporation

BY: _____

Bruce Rubin, President

