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December 30, 1999

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: RGB Hearthrog Inc.

Dear Sirs:

Enclosed for filing please find a fully executed original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed please find a check in the amount of \$122.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.



Mark H. Mirkin

MHM/ldl
Enclosures

cc: Winstone W. Windle

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(4) 200

ARTICLES OF INCORPORATION
OF
RGB HEARTHROG INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the Corporation shall be RGB Hearthrog Inc. The principal place of business shall be 60 Country Road South, Boynton Beach, Florida 33436.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is forty thousand (40,000) shares of common stock, \$0.01 par value per share, seven thousand (7000) of which shall be designated as voting common stock and thirty-three thousand (33,000) of which shall be designated as Class A non-voting common stock.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

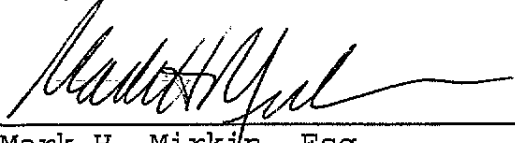
ARTICLE VI. DIRECTORS

The Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors are Winstone W. Windle, 60 Country Road South, Boynton Beach, Florida 33436.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 30th day of December, 1999.



Mark H. Mirkin, Esq.

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

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

RGB HEARTHROG INC., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401, has named MARK H. MIRKIN, ESQ. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.



Mark H. Mirkin, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA