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OF COUNSEL:
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December 20, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****70.00 *****70.00

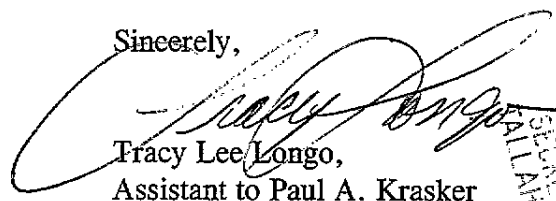
Re: Incorporation of Rodberg Management, Inc.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Rodberg Management, Inc. along with our client's check in the amount of \$70.00 to cover your costs associated with filing the same. Please file the enclosed as soon as possible and forward a date stamped copy of the articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,


Tracy Lee Longo,
Assistant to Paul A. Krasker

/tll
Enclosures

FILED
JAN 10 AM 8:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

*1-5-99
Corrected*

January 3, 2000

TRACY LONGO
P.O. BOX 3888
WEST PALM BEACH, FL 33402

SUBJECT: RODBERG MANAGEMENT, INC.
Ref. Number: W00000000015

We have received your document for RODBERG MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 200A00000026

ARTICLES OF INCORPORATION
OF
RODBERG MANAGEMENT, INC.

FILED
00 JAN 10 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I
Name of Corporation

The name of this Corporation shall be RODBERG MANAGEMENT, INC. (the "Corporation").

ARTICLE II
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 251 Southern Boulevard, West Palm Beach, Florida 33405.

ARTICLE III
Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation

is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of

this Corporation at that address is John E. Eubanks, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are as follows:

Mark Rodberg	251 Southern Boulevard
	West Palm Beach, Florida 33405

ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Incorporator

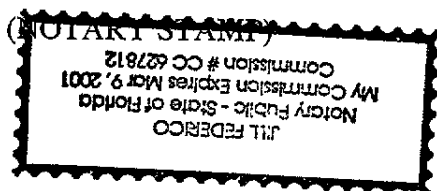
The name and address of the person signing these Articles are as follows: Mark Rodberg, 251 Southern Boulevard, West Palm Beach, Florida 33405.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 15th day of December, 1999.

Mark Rodberg
MARK RODBERG

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15 day of December, 1999,
by MARK RODBERG, as Incorporator of RODBERG MANAGEMENT, INC., on behalf of the
Corporation, and he is personally known to me. or has produced _____
_____ as identification and did take an oath.



Notary Name: Jill Federico
Notary Public: [Signature]
Serial (Commission) Number
(if any) 627812

I hereby accept appointment as Registered Agent of RODBERG MANAGEMENT, INC. as
provide in Article VII, hereof.

[Signature]
John E. Eubanks, Esq.
Registered Agent