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LAW OFFICES

KENNETH A. WENZEL, P.A.

980 NORTH FEDERAL HIGHWAY • SUITE 440 • BOCA RATON, FLORIDA 33432

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February 9, 2000

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

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-02/14/00--01073--016
*****78.75 *****78.75

Re: Our File No. 99-20697
RLC Group, Inc./Incorporation

Gentlemen:

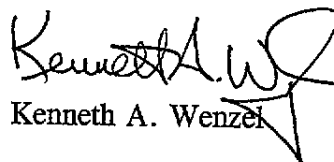
Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of RLC GROUP, INC., together with a check in the amount of Seventy-eight and 75/100 Dollars (\$78.75), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy:	\$ 8.75

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,


Kenneth A. Wenzel

KAW/lcd
Enclosures (3)

cc: John Kammerer (w/encls.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 14 AM 7:09

cf 2/18/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 FEB 14 AM 7:09

OF

RLC GROUP, INC.

ARTICLE 1

NAME

The name of this Corporation is RLC GROUP, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 124 E. Boca Raton Road,
Boca Raton, Florida 33432.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 124 E. Boca Raton Road, Boca Raton,
Florida 33432.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 N. Federal Highway, Suite 440, Boca Raton, FL 33432, and the name of the initial registered agent of this Corporation at that address is KENNETH A. WENZEL.

ARTICLE 7

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation, the Incorporators, are as follows:

Bruce W. Retzsch
124 E. Boca Raton Road
Boca Raton, Florida 33432

Luis A. Lanao
124 E. Boca Raton Road
Boca Raton, Florida 33432

Juan C. Caycedo
124 E. Boca Raton Road
Boca Raton, Florida 33432

ARTICLE 8

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporators have executed these Articles of Incorporation this 7th day of February, 2000.



BRUCE W. RETZSCH, Incorporator



LUIS A. LANA O, Incorporator



JUAN C. CAYCEDO, Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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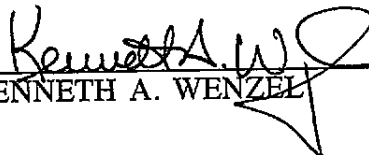
CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
RLC GROUP, INC.

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

RLC GROUP, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named KENNETH A. WENZEL, located at 980 N. Federal Highway, Suite 440, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for 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 agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.


KENNETH A. WENZEL