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Florida Department of State
Division of Corporations
P.O. Box 6327
or
George Firestone Building
409 E. Gaines Street
Tallahassee, Fla. 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 17, 2000

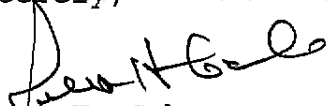
Dear Department of State,

Enclosed please find the Articles of Incorporation for
R.B. JAMES & PARTNERS, INC.

Also enclosed is a check in the amount of \$ 70.00 covering
filing fees and payment of an executed copy of said
articles.

If there are any questions, please get in touch with
me directly.

Sincerely,


Robert H. Cohen
RHC Accounting & Tax Service
8061 W. McNab Road
Tamarac, FL 33321

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

R.B. JAMES & PARTNERS, INC.

The undersigned, for the purposes of foregoing a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

ARTICLE I
Corporate Name and Address

The name of the corporation is R. B. James & Partners, Inc. and the address is 1705A Avenida Del Sol Boca Raton, Fl 33432.

ARTICLE II
Term of Existence

The duration of the corporation is perpetual, to be commenced with the filing of these articles of incorporation with the Department of State of the State of Florida.

ARTICLE III
Nature of Corporate Business

The general purpose for which the corporation is organized is
1. to engage in retail sales and to do that which is incidental to the foregoing, or necessary, or desireable in order to accomplish the foregoing; and
2. to transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV
Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 999 shares. Such shares shall be of single class and shall have a par value of \$1.00 per share.

ARTICLE V
Initial Agent

The address of the initial registered office of the corporation is 1705A Avenida Del Sol Boca Raton, Fl 33432 and has named **BOBBIE PAYNE** as the registered agent.

ARTICLE VI
Initial Board of Directors

The number of directors/officers constituting the initial board of directors is three . (3)

The name and address of each person who is to serve as a member of the initial board is:

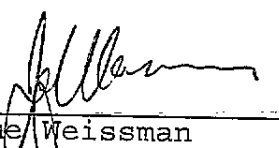
<u>NAME</u>	<u>ADDRESS</u>
Jerome Weissman	803 E. Palmetto Park Rd Boca Raton, Fl 33432
Bobbie Payne	803 E. Palmetto Park Rd Boca Raton, Fl 33432
Sandra Weissman	803 E. Palmetto Park Rd Boca Raton, Fl 33432

ARTICLE VII
Incorporators

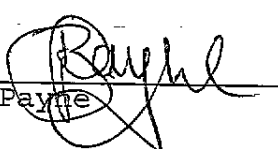
The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James Weissman	Same
Bobbie Payne	Same
Sandra Weissman	Same

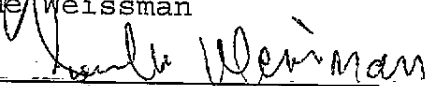
Executed on 5/28, 2000 by:



Jerome Weissman



Bobbie Payne




Sandra Weissman

STATE OF FLORIDA

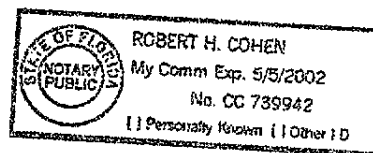
COUNTY OF BROWARD

I hereby certify that on this 28 day of MAY 2000, before me personally appeared Jerome Weissman, Bobbie Payne and Sandra Weissman directors of R. B. James & Partners, Inc. under the laws of the State of Florida, to me known to be the person described in and who executed the foregoing instrument and severally acknowledge the execution thereof to be their free act and deed as such directors., for the uses and purposes therein mentioned; and the said instrument is the act and deed of said corporation.

Witness my signature and official seal on 5/28, 2000 in the county of Broward and the State of Florida.



Notary Public
State of Florida



My Commission expires

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00 JUN -1 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

In pursuance to chapter 48.901, Florida statues, the
following is submitted in compliance with said act:

First---, R.B.JAMES & PARTNERS, INC.

desiring to organize under the laws of the state of Florida,
with its principal office, as indicated in the articles of
incorporation, at the city of Boca Raton has named **BOBBIE PAYNE**
to accept service of process in the State of
Florida.

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

By: Agent  **BOBBIE PAYNE**