

P010000017298



ACCOUNT NO. : 072100000032

REFERENCE : 003192 151463A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 13, 2001

ORDER TIME : 11:12 AM

ORDER NO. : 003192-005

CUSTOMER NO: 151463A

000003705630--6

CUSTOMER: Ms. Tammy Wagner
Budd Larner Gross Rosenbaum
Greenberg & Sade
150 John F. Kennedy Parkway
Ch1000
Short Hills, NJ 07078-0999

DOMESTIC FILING

NAME: RHINO ACQUISITION INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

FILED
2001 FEB 15 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 FEB 15 PM 1:09
DIVISION OF CORPORATION
10

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
RHINO ACQUISITION, INC.

FILED

2001 FEB 15 PM 2:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is Rhino Acquisition, Inc. (the "Corporation").

SECOND: The street address of the initial principal office and the mailing address of the Corporation is 550 Fairway Drive, Suite 203 Deerfield Beach, Florida 33441.

THIRD: The number of shares the corporation is authorized to issue is one thousand (1,000).

FOURTH: The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florida.

FIFTH: The name of the initial registered agent and the street address of the initial registered office of the Corporation is Corporation Service Company, 1201 Hay Street, Tallahassee, Florida 32301.

SIXTH: The number of Directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until their successors are elected and shall qualify is:

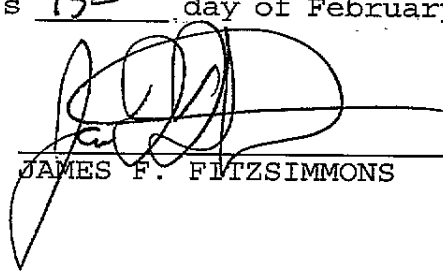
Jeffrey Katz
550 Fairway Drive, Suite 203
Deerfield Beach, Florida 33441

SEVENTH: The Corporation shall indemnify any person who is or was a Director or officer of the Corporation or was serving at the request of the Corporation as a Director or other officer of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by law.

EIGHTH: The name and address of each incorporator is:

James F. Fitzsimmons, Esq.
Budd Lerner Gross Rosenbaum
Greenberg & Sade, P.C.
150 John F. Kennedy Parkway
Short Hills, New Jersey 07078

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on this 13th day of February, 2001.


JAMES F. FITZSIMMONS

FILED

2001 FEB 15 PM 2:07

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

sxk