

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.**RFJDLF HOLDING CO., INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
RFJDLF HOLDING CO., INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is: RFJDLF HOLDING CO., INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE
AND MAILING ADDRESS.

The street address of the initial Registered/Principal Office of this Corporation in the State of Florida shall be, 5440 N. State Road 7, Suite 223, Fort Lauderdale, FL 33319 and the initial Registered Agent of this Corporation is, GERALD DONATH, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Norman Marcus, Esq.
Norman Marcus, P.A.
8181 West Broward Blvd., #201
Plantation, FL 33324
Telephone Number (954) 475-2500
Florida Bar No. 200921

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ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have Three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial directors of this Corporation and their street address is:

ROBERT FIESTAL
GERALD DONATH
LEONARD FEINSTEIN

President
Vice President
Secretary

Address: 5440 N. State Road 7, Suite 223
Fort Lauderdale, Florida 33319

The persons named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

NORMAN MARCUS
8181 West Broward Blvd., Suite 201
Plantation, FL 33324

ARTICLE IX. BYLAW AMENDMENT.

The power to adopt, alter, amend or repeal the hylaws of this corporation shall be vested in the Shareholders.

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XI. INFORMAL ACTION OF DIRECTORS.

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII. INDEMNIFICATION.

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

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 10th day of September 2001.


NORMAN MARCUS

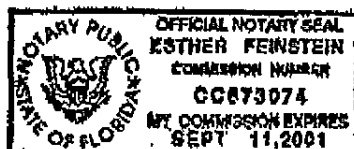
STATE OF FLORIDA)

COUNTY OF BROWARD)§

BEFORE ME, a Notary Public, personally appeared NORMAN MARCUS, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 10th day of September, 2001.


ESTHER FEINSTEIN, Notary Public
State of Florida at Large

My commission expires:



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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article V. of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

DATED this 14 day of September, 2001.


GERALD DONATH

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