

DAVID R. FARBSTEIN

Attorney At Law

8010 N. University Drive, Second Floor
Tamarac, Florida 33321

P02000051569

April , 2002

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: R.L.L. Ventures, Inc.

100005462761--6
-05/06/02--01083--003
*****70.00 *****70.00

Dear Sirs:

Enclosed please find the following documentation regarding the above-mentioned matter, to-wit:

1. ORIGINAL and one copy of Articles of Incorporation with Registered Agent Certificate.

Also enclosed is my trust account check no. 1267 in the amount of \$70.00 for the filing fee.

Very truly yours,

DAVID R. FARBSTEIN, ESQ.

DRF/me

2002 MAY -6 PM 4:51
STATE
TALLAHASSEE FLORIDA

5/9/02

ARTICLES OF INCORPORATION

OF

R.L.L. VENTURES, INC.

2002 MAY -6 PM 4:51

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - Name

The name of this Corporation is R.L.L. VENTURES, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:

1280 S. Powerline Rd., Suite 3, Pompano Beach, Fl. 33069 and the name of the initial registered agent of this corporation is: LUDWELL O'QUINN whose address is 1280 S. Powerline Rd., Suite 3, Pompano Beach, Fl. 33069.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBSTAIN, ESQ.
8010 N. Univ. Dr., 2nd Fl.
Tamarac, Fl. 33321
Fla. Bar No. 198889
954-586-0441

ARTICLE VI - Initial Board of Directors

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the ByLaws, but shall never be less than one. The name and address of the initial Director of this corporation is:

LUDWELL O'QUINN

1280 S. Powerline Rd., Suite 3
Pompano Beach, Fl. 33069

RUTH PETRILLO

1280 S. Powerline Rd., Suite 3
Pompano Beach, Fl. 33069

LISA PETRILLO

1280 S. Powerline Rd., Suite 3
Pompano Beach, Fl. 33069

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles are:

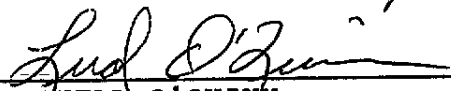
LUDWELL O'QUINN

1280 S. Powerline Rd., Suite 3
Pompano Beach, Fl. 33069

ARTICLE VIII - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 15 day of April, 2002.


LUDWELL O'QUINN

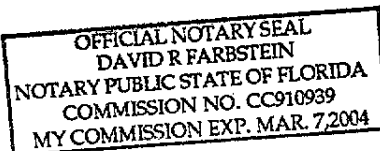
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, LUDWELL O'QUINN, known by me to be the persons who executed the foregoing Articles of Incorporation. Further, said individuals furnished the following type of identification to the undersigned, to-wit: PERSONAL KNOWLEDGE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15 day of April, 2002.


NOTARY PUBLIC

My Commission Expires:



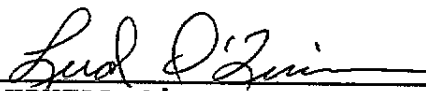
CERTIFICATE DESIGNATING CHANGE OF PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

PURSUANT TO Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

FIRST: That R.L.L. VENTURES, INC. is qualified to do business
under the laws of the State of Florida with its principal office at:
1280 S. Powerline Rd., Suite 3, Pompano Beach, Fl. 33069 and has
appointed LUDWELL O'QUINN, of 1280 S. Powerline Rd., Suite 3, Pompano
Beach, Fl. 33069 as its agent to accept service of process within the
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, a place designated in this certificate, I am familiar
with, and hereby accept the duties and responsibilities as registered
agent for said corporation and agree to comply with the provisions of
said Act relative to keeping open said office.


LUDWELL O'QUINN
Resident Agent

2002 MAY -6 PM 4:51
TALLAHASSEE FLORIDA