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GREENLEAF & GREGORY, L.L.P.

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OF COUNSEL  
RENÉ SACASAS

June 9, 2003

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Request to file Articles of Incorporation of RG Group, Inc.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the filing fee as well as the fee for a certified copy.

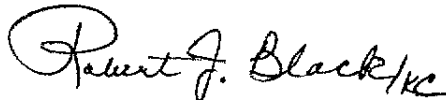
Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Furthermore, I have enclosed a postage paid Federal Express return envelope for your use in returning the certified copy to me at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

WELBAUM, GUERNSEY, HINGSTON,  
GREENLEAF & GREGORY, L.L.P.

A handwritten signature in cursive script that reads "Robert J. Black/kc".

Robert J. Black  
For The Firm

RJB:kc

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
RG GROUP, INC.**

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is: RG GROUP, INC.

**ARTICLE II - TERM OF EXISTENCE**

This corporation is to exist perpetually and shall commence on the date these Articles are filed.

**ARTICLE III - NATURE OF BUSINESS**

The general purposes for which the corporation are organized are:

1. To transact any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCK**

The capital stock of this corporation shall be One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, making the total One Thousand Dollars (\$1,000.00).

**ARTICLE V - ADDRESS**

The street address of the initial principal office of the corporation is: 12970 North Shore Drive, Palm Beach Gardens Florida 33410 and the name of its initial Registered Agent and his address are: JOHN H. GREGORY, 901 Ponce De Leon Boulevard, Penthouse Suite, Coral Gables, Florida 33134.

**ARTICLES VI – DIRECTORS**

This corporation shall have a Board of Directors consisting of two (2) members initially, and all of the corporate powers shall be exercised and the business of the corporation shall be managed under the direction of the Board of Directors. The names and addresses of the initial members of the Board of Directors are:

**NAME**

**ADDRESS**

ROBERT H. GREGORY JR.

12970 North Shore Drive  
Palm Beach Gardens, Florida 33410

KEITH L. RAGON

12209 Coconut Road  
Palm Beach Gardens, Florida 33410

**ARTICLE VII – INCORPORATORS**

The name and the post office address of the incorporator of this corporation is:

**NAME**

**ADDRESS**

ROBERT H. GREGORY JR.

12970 North Shore Drive  
Palm Beach Gardens, Florida 33410

**ARTICLE VIII – AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholder meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, these Articles have been subscribed on this, the

9 day of June, 2003.

  
ROBERT H. GREGORY JR.  
INCORPORATOR

**STATE OF FLORIDA**

**COUNTY OF MIAMI-DADE**

**I HEREBY CERTIFY** that on this day, before me, a Notary Public, duly appointed in the State and County named above to take acknowledgements, personally appeared, **ROBERT H. GREGORY JR.** to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

**WITNESS**, my hand and official seal in the County and State named above, this

9 day of June, 2003.

My Commission Expires:



*Shelley C. Mitchell*  
NOTARY PUBLIC, State of Florida

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**ACKNOWLEDGMENT:**

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPIN SAID OFFICE OPEN.

BY: *John H. Gregory*  
**JOHN H. GREGORY-**  
**REGISTERED AGENT**

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