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Boca Raton, FL 33486
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : GREENBERG TRAUIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 650-7900
Fax Number : (561) 655-6222

Please Fax to Dana Sherrill, Legal Assistant at (561) 338-7099 in the Boca Office.

FLORIDA PROFIT CORPORATION OR P.A.

RSEM, INC.
RSE, INC.

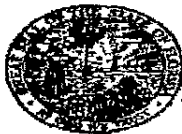
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 29, 2004

GREENBERG TRAURIG
ATTN DANA SHERRILL

SUBJECT: RSEM, INC.
REF: W04000004003

We have received your document for RSEM, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Return a copy of this reject letter with your corrected articles.

Registered agent must sign accepting designation.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

FAX And. #: R04000014196
Letter Number: 504A00006214

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
RSEM, INC.**

ARTICLE I - NAME

The name of this corporation is RSEM, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

1601 Diplomat Parkway
Hollywood, Florida 33019

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of one cent (\$0.01) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

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ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the registered agent is:

Claire Rubloff
3 SW 129th Avenue
Pembroke Pines, FL 33027

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

Stephen A. Mendelsohn, Esq.
5100 Town Center Circle, Suite 400
Boca Raton, FL 33486

ARTICLE X - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1). The names and street addresses of the initial Directors of this Corporation who shall hold office until successors are either elected or appointed are:

Marla Schaefer
60 East End Avenue, Apartment 21C
New York, NY 10028

Roberta Waller
3 Colonial Drive
Upper Brookville, NY 11545

E. Bonnie Schaefer
2070 North Ocean Boulevard, #2
Boca Raton, FL 33431

Jamie Schaefer
2070 North Ocean Boulevard, #2
Boca Raton, FL 33431

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of January, 2004.



Stephen A. Mendelsohn, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VIII of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated as of this 21st day of January, 2004.


Claire Rubloff, Registered Agent

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