

APR-23-2004 11:34
Division of Corporations

CT CORPORATION

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

RTL Acquisition Corp.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 23, 2004

C T CORP. SYSTEM

SUBJECT: REL ACQUISITION CORP.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

RTL ACQUISITION CORP.

PURSUANT TO CHAPTER 607
OF THE FLORIDA STATUTES

FIRST: The name of the corporation is RTL Acquisition Corp. (hereinafter referred to as the "Corporation").

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: c/o RTL Acquisition Corp., 1895 90th Avenue, Vero Beach, Florida 32966.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is: to engage in any lawful act or activity for which a corporation may be organized under the Florida Statutes.

FOURTH: The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Hundred (100) shares of Common Stock, par value \$1.00 per share.

FIFTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

SIXTH: The name and address of the incorporator is as follows:

Elizabeth Feeney
Pryor Cashman Sherman & Flynn, LLP
410 Park Avenue
New York, New York 10022

SEVENTH: The Board, by majority vote, shall have to power to adopt, amend or repeal the bylaws of the Corporation.

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IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore
named, has executed, signed and acknowledged this Articles of Incorporation this 21st
day of April, 2004.

/s/ Elizabeth Feeney
Elizabeth Feeney
Incorporator

CT Corporation System is familiar with and accepts the obligations provided for in Section
607.0505 of the Florida Statutes.

CT Corporation System

By Connie Bryan
Name: **CONNIE BRYAN**
Title: **SPECIAL ASSISTANT SECRETARY**

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