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FLORIDA PROFIT CORPORATION OR P.A.

RTL Acquisition Corp.

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April 23, 2004

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SUBJECT: RTL ACQUISITION CORP.

REF: W04000015748

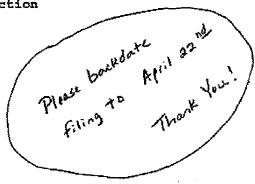
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CT CORPORATION

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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.

<u>SIXTH</u>: 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

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CT CORPORATION

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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 Feency 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

Name: Title:

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY