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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RJB HOLDINGS, INC.

FAX AUDIT NUMBER: H96000004265

DATE REQUESTED: 04/14/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 6

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 13:25:55

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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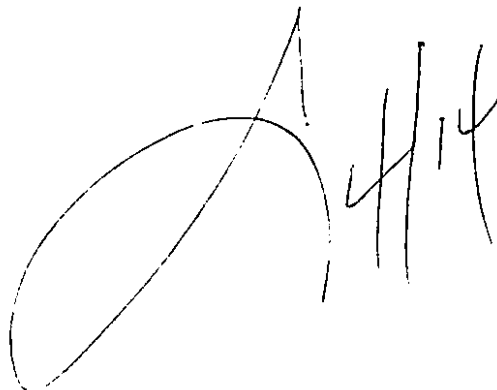
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10:2 AM 4/15/95

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**ARTICLES OF INCORPORATION
OF**

RJE HOLDINGS, INC.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation shall be:
RJE Holdings, Inc.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

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

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Marc Birnbaum, P.A.
20801 Biscayne Boulevard
Suite 400
Miami, Florida 33180

The Corporation's principal office shall be

20801 Biscayne Boulevard
Suite 400
Miami, Florida 33180

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

NAME	ADDRESS
Marc Birnbaum	20801 Biscayne Boulevard Suite 400 Miami, Florida 33180

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**ARTICLE VII
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marc Birnbaum	20801 Biscayne Boulevard Suite 400 Miami, Florida 33180

**ARTICLES VIII
COMMENCEMENT DATE**

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

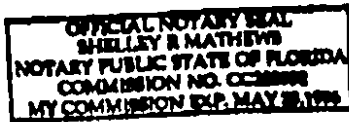


Marc Birnbaum (SEAL)

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was

acknowledged before me this 14th day of April, 1995 by MARC
BIRNBAUM who is personally known to me.



Shelley R. Mathews
NOTARY PUBLIC

The undersigned hereby accepts the foregoing designation as
Initial Registered Agent and agrees to comply with the provisions
of law applicable to said DESIGNATION.

MARC BIRNBAUM, P.A.

By:

Marc Birnbaum
Marc Birnbaum

April 14, 1995

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TALLAHASSEE, FLORIDA

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