

MORRIS & WEISS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

20801 BISCAYNE BOULEVARD
SUITE 400
AVENTURA, FL 33180

2000 GLADES ROAD
SUITE 412
BOCA RATON, FL 33431

407-750-3350 (BOCA RATON)
305-726-1214 (BROWARD)
305-682-8330 (AVENTURA)
FAX: 407-750-4069

STUART R. MORRIS, P.A.
RICKY J. WEISS, P.A.

7880 N. UNIVERSITY DRIVE
SUITE 201
FORT LAUDERDALE, FL 33321

REPLY: BOCA RATON

April 26, 1995

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32301

RE: RM USA, INC.
OUR FILE NO: 10754.001

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for RM USA, Inc. and our Firm's check in the amount of \$122.50 for the filing fees, Certified Copy and Registered Agent. Please send certified copies to the above Boca Raton address.

Should you have any further questions, please do not hesitate to contact the undersigned at the above number.

Sincerely,

MORRIS & WEISS

Stuart R. Morris, P.A.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RM USA, INC.

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TALLAHASSEE, FLORIDA

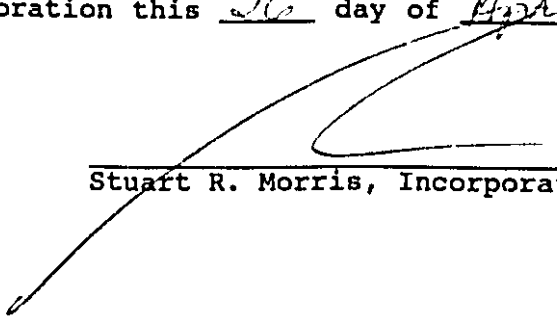
The undersigned incorporator(s) for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the corporation is RM USA, INC., a Florida Corporation (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is: C/O: MORRIS & WEISS, 2000 Glades Road, Suite 412, Boca Raton, Florida 33431.
- THIRD: The Corporation is authorized to issue 100,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 2000 Glades Road, Suite 412, Boca Raton, Florida 33431.
- FIFTH: The name and address of the incorporator of the Corporation is: Stuart R. Morris, MORRIS & WEISS, 2000 Glades Road, Suite 412, Boca Raton, Florida 33431.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address's of the initial directors of the Corporation are:
- Ricky Welch: 470 Cypress Pointe Drive, Pembroke Pines, Florida 33027; and
- Matthew R. Paulson: 3116 Perchtree Circle, Davie, Florida 33328
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.

TENTH: The corporate existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of April, 1995.



Stuart R. Morris, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0305 of the Florida Business Corporation Act.

MORRIS & WEISS

By:

Stuart R. Morris,
Authorized Representative