

100 NORTH FORTALE DRIVE
SUITE 803
MINNEAPOLIS, MINN 55412

SCOTT S. BROWN,
JERRY S. BOVARD,
WAYNE H. ROSSIGNOL

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Secretary of State
Division of Corporations
P.O. Box 637
Tallahassee, Florida 32304

To Whom it May Concern:

Enclosed please find an original and one copy of Articles of Incorporation regarding the above, in addition to our firm check, no. 2399, in the amount of \$70.00, made payable to the Secretary of State, which represents the filing fee for same. Please forward a stamped copy of the Articles of Incorporation and the charter certificate in the self-addressed, stamped envelope provided.

Thank you for your assistance.

Very truly yours,

Desiree V. Bonar, secretary to
WAYNE H. RASSNER, ESQUIRE

WHR/DVB
Enclosures

FILED
95 MAY -8 AM 7:09
SECRET
TALLAHASSEE, FLORIDA

T. BROWN MAY 11 1995

**ARTICLES OF INCORPORATION
OF
THREE RHINOS, INC.**

FILED
95 MAY -8 AM 7:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is: THREE RHINOS, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a FIVE DOLLAR (\$5.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less the FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follow:

Registered Agent

HARRIS KATZ
1732 Vestal Way
Coral Springs, FL 33071

Corporate Mailing Address

1732 Vestal Way
Coral Springs, FL 33071

SEVENTH: The number of directors constituting the initial board of directors is three (3).

EIGHTH: The names and post office address of the President, Secretary/Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's by-laws, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

President:

HARRIS KATZ
1732 Vestal Way
Coral Springs, FL 33071

Vice President:

DAVID SHTEIF
225 Northwest 47 Terrace
Deerfield Beach, FL 33442

Secretary/Treasurer:

STEVEN COHEN
23322 Torre Circle
Boca Raton, Florida 33433

NINTH: The name and post office address of the Incorporator is:

HARRIS KATZ
1732 Vestal Way
Coral Springs, FL 33071

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

IN WITNESS WHEREOF, the party hereto has set his hand and seal this 3 day of May, 1995.


HARRIS KATZ

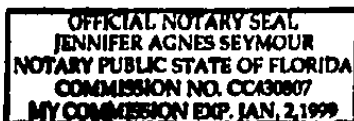
STATE OF FLORIDA)
COUNTY OF DADE) §

BE IT REMEMBERED, that on this day personally appeared before me, HARRIS KATZ, a party to the foregoing Articles of Incorporation, known to me personally to be such or identified by N/A, and upon oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

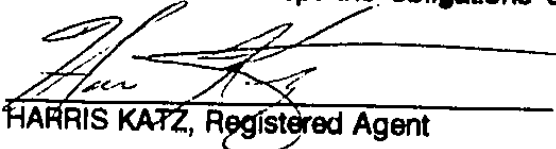
WITNESS my hand and official seal at Miami, Dade County, Florida, this 3 day of May, 1995.

Notary Seal:


NOTARY PUBLIC, STATE OF FLORIDA



Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


HARRIS KATZ, Registered Agent