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MANDINA, GINSBERG & TOLEDO, P.A.
ATTORNEYS AT LAW

PHILIP J. MANDINA
CERTIFIED MEDIATOR

MARC R. GINSBERG
BOARD CERTIFIED CIVIL
TRIAL LAWYER

CHARLES TOLEDO

GROVE PLACE
2964 AVIATION AVENUE
SECOND LEVEL
MIAMI, FLORIDA 33133
(305) 441-1181
FAX: (305) 443-1074

MIAMI

818 WHITE STREET
KEY WEST, FLORIDA 33040
(305) 296-3999
FAX: (305) 294-8331

KEY WEST

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June 5th, 1995

Secretary of State
Division of Corporations
J. Edwin Larson Building
The Capital
Tallahassee, Florida 32304

RE: R/K Arbetter, Inc.

Dear Sir/Madam:

Enclosed herewith find "Articles of Incorporation of R/K Arbetter, Inc.". Please file same and forward to the undersigned the appropriate Certificate of Incorporation. A check in the amount of \$122.50 is enclosed.

Your prompt attention to this matter will be greatly appreciated.
Thank you.

Very truly yours,


CHARLES TOLEDO

:mkw
Encl.

Called 6-12-95-Dme
~~*Need check*~~
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95 JUN 12 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

R/K ARBETTER, INC.

FILED

95 JUN 12 PM 4:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of this corporation is R/K ARBETTER, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

1. That this corporation intends to engage in any activity or business permitted under the laws of the United and the State of Florida, for example, travel and convention services; except it is not to conduct a bank, safe deposit, trust insurance surety, express, railroad, canal, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated in its certificate of

incorporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time One Hundred (100) shares of common stock at no (00/100) par value.

ARTICLE IV

The initial registered agent and the street address of the initial registered officer of this corporation is:
Charles Toledo, Esquire, Mandina, Ginsberg & Toledo, P.A., Second Level, 2964 Aviation Avenue, Miami, Florida 33133.

ARTICLE V

This corporation is to exist perpetually, unless otherwise dissolved accordingly to law.

ARTICLE VI

The name and address of the Directors, Officers and Subscribers of this corporation are:

President/
Director: Ronald Layton
8747 S.W. 40 Street
Miami, FLA 33165

Principal Office located
at: 8747 S.W. 40th Street
Miami, FLA 33165

Vice President: Kim Layton
8747 S.W. 40 Street
Miami, FLA 33165

at: 8747 S.W. 40th Street
Miami, FLA 33165

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased from time to time, by

By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the directors, proposed by the stockholders and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon.

THE UNDERSIGNED hereby declares and certifies that the facts herein are true and accordingly, this 6 day of June, 1995.

Ronald Layton
Ronald Layton, President/Director

Kim Layton
Kim Layton, Vice-President

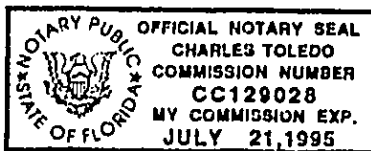
STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6 day of June, 1995 as to RONALD LAYTON, to me personally known or who produced _____ as identification.

My commission expires:

Charles Toledo
NOTARY PUBLIC

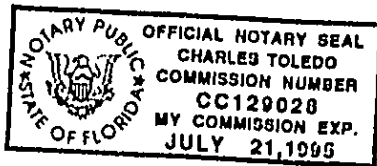


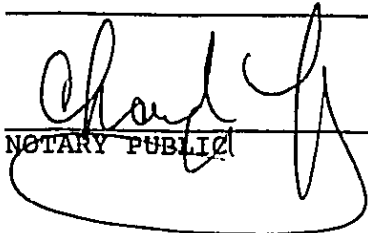
STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
6 day of June, 1995 as to KIM, to me
personally known or who produced _____ as
identification.

My commission expires:





NOTARY PUBLIC

FILED

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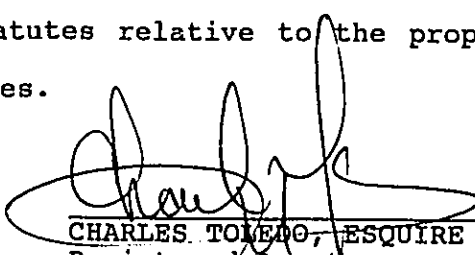
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First, that R/K ARPETTER, INC., desiring to organize or qualify under the laws of the City of Miami, State of Florida, has named Charles Toledo, Esquire, whose address is Mandina, Ginsberg & Toledo, P.A., Second Level, 2964 Aviation Avenue, Miami, Florida 33133, as it's agent to accept service of process within Florida.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above-stated corporation, at place designated to this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


CHARLES TOLEDO, ESQUIRE
Registered Agent
2964 Aviation Avenue, Second
Level
Miami, Florida 33133
(305) 441-1181