

P95000047860

LAW OFFICES OF  
RUBIN, BALOGH & GROSS  
777 ARTHUR GODFREY ROAD  
4TH FLOOR  
MIAMI BEACH, FLORIDA 33140

(305) 532-4355  
(305) 538-0670

June 15, 1995

900001515559  
-06/16/95--01076--006  
\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Filing of Rubal Management for Florida Profit Corporation  
Status.

To whom it may concern:

Enclosed please find the Articles of Incorporation and Acceptance  
of Appointment of Registered Agent of Rubal Management.

It would be greatly appreciated if, after filing the above  
document, a certified copy could be mailed back at the above  
address to my attention. A check in the amount of \$122.50 is also  
enclosed to cover the appropriate costs.

Should you have any questions, do not hesitate to call.

Sincerley,



Phil Gross, Esq.  
PG/mvl

Enclosure

f:\wp51\pgrubal.irs

62 JUN 16 1995  
FBI - TAMPA

ARTICLES OF INCORPORATION  
OF  
RUBAL MANAGEMENT COMPANY, INC.


**THE UNDERSIGNED** incorporator, for 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 Rubal Management Company, Inc. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 777 Arthur Godfrey Road, 4th Floor, Miami Beach, Florida 33140.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 777 Arthur Godfrey Road, 4th Floor, Miami Beach, Florida 33140, and the registered agent at that address is: Robert Balogh.
- FIFTH:** The name and address of the incorporator of the Corporation is: Philip Gross, Esq., 777 Arthur Godfrey Road, 4th Floor, Miami Beach, Florida 33140.
- 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 of the Corporation but shall never be less than one. The name and address of the initial director of the Corporation is: Mark Rubin.

**EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business 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.

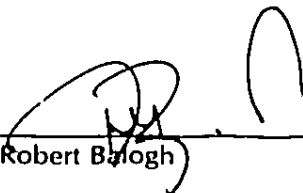
**IN WITNESS WHEREOF,** the undersigned incorporator has executed these Articles of Incorporation, this 13th day of June, 1995.

A handwritten signature in black ink, appearing to read 'Philip Gross', is written over a horizontal line.

Incorporator: Philip Gross, Esquire

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

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 607.0505 of the Florida Business Corporation Act.

  
Robert Balogh