

MURAL WALD BIONDO & MORENO

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

800 INGRAHAM BUILDING

25 SOUTHEAST 2ND AVENUE

MIAMI, FLORIDA 33131

GERALD J. BIONDO

CRISTINA ECHARTE BROCHIN

WILLIAM E. DAVIS

ANA MARIA ESCAGEDO

MANUEL MADRE

LYNETTE E. McQUINN

M. CRISTINA MORENO

RENAY MURRAY

LESLEY MITCHELL

OKEN B. WALD

TELEPHONE (305) 358-5900

FACSIMILE (305) 358-0490

P95000048193

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400001516584
-06/19/95--01043--019
***122.50 ***122.50

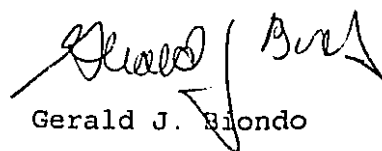
RE: Articles of Incorporation of
RND Development, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of RND Development, Inc. Also enclosed is our check in the amount of \$122.50 representing your filing fee, certified copy fee and registered agent designation fee.

Please forward to us a certified copy of the Articles of Incorporation at your earliest convenience.

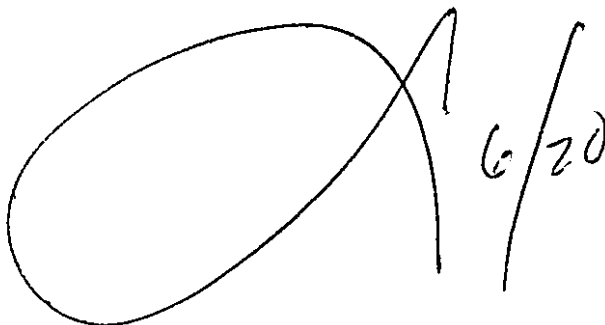
Sincerely,


Gerald J. Biondo

GJB:afd
C:\GJB\ARTICLE.SEC

Enclosures

FILED
05 JUN 19 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


6/20

ARTICLES OF INCORPORATION
OF
RND DEVELOPMENT, INC.

FILED
95 JUN 19 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation is RND DEVELOPMENT, INC. whose address is 1101 N. Lake Destiny Dr., Suite 400, Maitland, Florida 32751.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00

per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751 and the name of the initial registered agent of this corporation at that address is Fred DelGuidice.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the director is:

Fred DelGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Fred DelGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

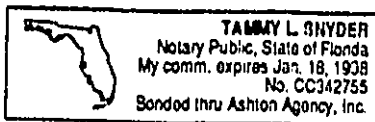
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

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


Fred DelGuidice

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
13 day of June, 1995 by FRED DELGUIDICE, who
is personally known to me or who has produced Personally
as identification.



Tammy Snyder
NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission No.: _____

My Commission expires:

CERTIFICATE OF REGISTERED AGENTOFRND DEVELOPMENT, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That RND DEVELOPMENT, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named Fred DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751 as its agent to accept service of process within this State.

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 in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 13 day of June, 1995.

By: Fred DelGuidice

Fred DelGuidice

UNANIMOUS CONSENT RESOLUTIONS
OF THE FIRST BOARD OF DIRECTORS AND SHAREHOLDERS OF
RND DEVELOPMENT, INC.

The undersigned, being the directors and shareholders of RND DEVELOPMENT, INC., (the "Corporation"), heraby adopt the following resolutions by unanimous written consent in lieu of a meeting pursuant to the authority of Section 607.134, Florida Statutes:

Articles of Incorporation: The Articles of Incorporation of this Corporation were filed with the Department of State, State of Florida, on _____, under certificate number _____ as evidenced by the copy of the Articles and the Certificate attached to this statement.

Bylaws: A set of proposed Bylaws prepared by counsel for the Corporation in the form attached hereto has been reviewed in its entirety and is hereby adopted as the Bylaws of this Corporation.

Officers: The following persons are elected to the offices set forth opposite their names to serve until their successors are elected and qualified:

President:	Sam Majzoub
Secretary/Treasurer:	Fred DelGuidice

Stock Certificates: The Certificates for Shares of the Corporation shall be in the form attached hereto.

Corporate Seal: The official seal of the Corporation shall be in the form impressed hereon.

Bank Account: The appropriate officers of the Corporation are authorized to open an account with any bank duly authorized to transact business in the State of Florida and to deposit therein all funds of the Corporation. All drafts, checks and notes of the Corporation payable on the account shall be made in the name of the Corporation signed by any one of the following individuals, signing individually:

Sam Majzoub
Fred DelGuidice

The printed resolutions required by any such bank are hereby incorporated by reference and the appropriate officers are authorized to certify to the Bank that said resolutions have been adopted by the Board of Directors.

Issuance of Shares: The offer of the person named below to purchase the number of shares of the common stock of the Corporation set forth opposite his name at a purchase price of no less than \$1.00 per share is hereby accepted and the appropriate officer is hereby instructed to issue the shares of the Corporation to said person.

Shareholder:

R.E.I.M. Development Corp.
Fred DelGuidice

Number of Shares:

500 shares
500 shares

Date of Adoption of Resolutions: The resolutions recorded herein were adopted this 13 day of June, 1995.

June 13, 1995
Date

June 13, 1995
Date

June 13, 1995
Date

Director:

Fred DelGuidice
Fred DelGuidice

Shareholders:

R.E.I.M. Development Corp.

By: Sam Majzoub
President
Fred DelGuidice
Fred DelGuidice

FILED
95 JUN 13 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA