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95 SEP -5 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is: R. S. W. INC.

ARTICLE TWO

DURATION

This corporation shall commence operation on or after the date of execution of these Articles. The term of existence shall be perpetual.

ARTICLE THREE

CAPITAL

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

NUMBER OF SHARES

The authorized number of shares which this corporation may sell shall be 25000 shares, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and any securities of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

ARTICLE SIX

UNLIMITED OFFER OF COMMON STOCK

Shares of stock of the corporation shall be sold by the corporation or otherwise transferred to other persons in accordance with the terms and conditions of the certificate of incorporation of the corporation. The price and terms of sale, and the time within which such shares may be offered and received shall be determined by an affirmative vote of 75% of the outstanding shares of this corporation.

ARTICLE SEVEN

REGISTERED OFFICE

The address of the initial registered office of the corporation is 5380 LIFEMAN ROAD ORLANDO, FL 32819; and the name of the initial registered agent at such address is GARY SHUF.

ARTICLE EIGHT

INITIAL STOCK SUBSCRIPTION

The initial subscription for shares of stock of this corporation, and the names of shareholders who have subscribed are listed below:

GARY SHUF 100 SHARES - 100%

ARTICLE NINE

MANAGEMENT

The control of this corporation shall be retained by the stockholders of the corporation rather than by a board of Directors or officers.

ARTICLE TEN

INCORPORATION

The name and address of the incorporator is :

GARY SHUF _____

5380 LIFEMAN ROAD

ORLANDO, FL 32819

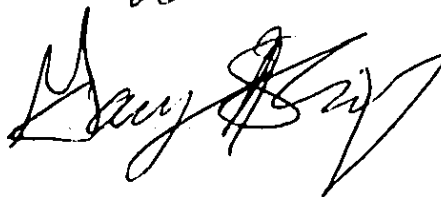
ARTICLE ELEVEN
AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 75% of the shareholders.

ARTICLE TWELVE
PRINCIPAL OFFICE ADDRESS

The mailing address of the principal office is 5380 ELLERMAN ROAD
CHICAGO, ILL. 60639.

IN WITNESS WHEREOF, the undersigned and corporate has executed these
Articles of Incorporation this 08 day of 27th 1995.

A handwritten signature in black ink, appearing to read "Gary King". The signature is stylized with a large, sweeping "G" and a long, horizontal stroke extending to the right.

STATE OF FLORIDA
IN AND FOR THE COUNTY OF ALACHUA

That I, the undersigned, Clerk of the County of Alachua, Florida, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of said County, and that the same is a true and correct copy of the original as the same appears in the records of said County.

Witness my hand and the seal of said County, at Tallahassee, Florida, this 10th day of May, 1901.

CLERK OF COUNTY.

Attest my hand and seal of said County, at Tallahassee, Florida, this 10th day of May, 1901.

Notary Public for the State of Florida, at Tallahassee, Florida, this 10th day of May, 1901.

ACCEPTANCE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree as Registered Agent to accept service of process; to keep an office open during prescribed hours; to post my name and any other officer of said corporation authorized to accept service of process at the above Florida designated address in some conspicuous place in office as required by law.


Registered Agent