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REBECCA B., INC.
c/o REBECCA I. BENAIM
3434 N.W. 7TH PLACE
GAINESVILLE, FL 32607

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

65 JAN 11 1996
RECEIVED
CORPORATION
DIVISION
DEPARTMENT OF STATE

DEAR SIRs:

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION OF THE
" REBECCA B., INC. ". I HAVE ALSO ATTACHED A CHECK FOR
\$78.75 TO COVER THE COSTS FOR FILING FEE (\$20.00),
DESIGNATION OF REGISTERED AGENT (\$20.00), CERTIFIED COPY
(\$30.00), AND A CERTIFICATE (\$8.75). I TRUST THESE
FIGURES ARE ACCURATE.

Rebecca I. Benaim
REBECCA I. BENAIM - PRESIDENT

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ARTICLES OF INCORPORATION
OF
REBECCA B., INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF
INCORPORATION, A NATURAL PERSON COMPETENT TO CONTACT, HEREBY
ASSOCIATES TO FORM A CORPORATION UNDER THE LAWS OF FLORIDA.

ARTICLE I: NAME

THE NAME OF THE CORPORATION IS REBECCA B., INC.

ARTICLE II: TERM OF EXISTENCE

THE CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III: PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS FORMED IS TO CONDUCT
ANY LAWFUL BUSINESS, AND SAID CORPORATION SHALL POSSES AND
HAVE ALL THE POWERS NOW AND HEREAFTER CONFERRED BY THE LAWS
OF THE STATE OF FLORIDA UPON CORPORATIONS ORGANIZED
THEREAFTER.

ARTICLE IV: CAPITAL STOCK

THE AMOUNT OF CAPITAL STOCK AUTHORIZED IS FIVE THOUSAND
(5000) SHARES, HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER
SHARE, AND SHALL BE PAID FOR IN LAWFUL MONEY OF THE UNITED
STATES OF AMERICA, OR IN PROPERTY, LABOR OR SERVICE.

ARTICLE V: ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA IS 3434 N.W. 7 PLACE, GAINESVILLE, FLORIDA 32607. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL ADDRESS OR THE MAILING ADDRESS TO ANY ADDRESS IN FLORIDA.

ARTICLE VI: DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII: INITIAL DIRECTORS AND OFFICERS

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND OFFICERS:

PRESIDENT/DIRECTOR

REBECCA I. BENAIM 3434 N.W. 7 PLACE GAINESVILLE, FL 32607

VICE PRESIDENT

ROBERT I. BENAIM 8001 S.W. 64 STREET MIAMI, FL 33143

SECRETARY/TREASURER

PATRICIA A. BENAIM 8001 S.W. 64 STREET MIAMI, FL 33143

ARTICLE VIII: SUBSCRIBERS

THE NAME AND STREET ADDRESS OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION ARE:

REBECCA I. BENAIM 3434 N.W. 7 PLACE GAINESVILLE, FL 32607

ARTICLE IX: REGISTERED AGENT

THE REGISTERED AGENT'S ADDRESS IS:

ROBERT I. BENAİM 8001 S.W. 64 STREET MIAMI, FL 33143

ARTICLE X: AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HAND AND SEALS
THIS 28th DAY OF DECEMBER, 1995.

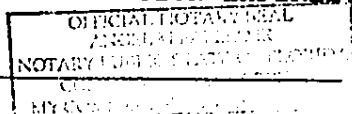
Rebecca V. Benaim
REBECCA I. BENAİM, PRESIDENT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, DULY AUTHORIZED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARS REBECCA I. BENAİM, WHO IS PERSONALLY KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND SHE ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL IN THE COUNTY OF DADE, STATE OF FLORIDA, THIS 28th DAY OF DECEMBER, 1995.

MY COMMISSION EXPIRES:



[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED FIRST THAT REBECCA B., INC. WITH ITS PLACE OF BUSINESS AT 3434 N.W. 7 PLACE, GAINESVILLE, FLORIDA 32607 HAS NAMED ROBERT L. BENAIM STREET ADDRESS OF 8001 S.W. 64 STREET MIAMI, FL 33143 COUNTY OF DADE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Rebecca V. Benaim
(CORPORATE OFFICER)

TITLE President

DATE 12-28-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THIS OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Robert Benaim
(REGISTERED AGENT)

DATE 12/28/95

BUREAU OF CORPORATE RECORDS
P.O. BOX 6327
TALLAHASSEE, FL 32314