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Harold G. Schenker, Esq.
6745 Poinciana Court
Miami, Florida 33143
Tel 305-666-1144
Fax 305-661-2154

January 29, 1996

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

RECEIVED
JAN 31 1996
TALLAHASSEE, FLORIDA
305-661-2250

Re: RTP Holdings, Inc.

Dear Sirs:

Enclosed please find for filing an original and duplicate Articles of Incorporation for the captioned corporation. Accompanying these Articles is a check payable to the Secretary of State for \$122.50 to cover filing fee, registered agent designation and certified copy.

I have also included a few extra copies of the Articles, which I would appreciate having date-stamped and returned with the certified copy to my letterhead address.

Please call me if any additional information is needed to expedite this filing. Thank you.

Very truly yours,


Harold G. Schenker

enclosures

RECEIVED
JAN 31 1996
TALLAHASSEE, FLORIDA
305-661-2250



ARTICLES OF INCORPORATION
OF
RTP HOLDINGS, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

NAME OF CORPORATION

The name of the Corporation shall be:

RTP Holdings, Inc.

ARTICLE TWO

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in connection therewith to have all powers given and granted unto corporations under Chapter 607 of the Compiled General Laws of Florida, and to any other rights and powers vested in corporations for profit under the Laws of Florida, or as may be granted under any amendments thereto at any time hereafter. Without excluding any of the general powers or right to conduct the general nature of the general business or businesses above described, this corporation shall specifically have the right to buy and sell real estate and securities, to buy, sell and hold stocks in other corporations, to render consulting, management, maintenance and other services and to perform each and every act authorized for corporations under the Laws of the State of Florida, not specifically reserved for special and Charter corporations such as banking and trust companies or other corporations which require special incorporation and approval under the other statutes of this state.

ARTICLE FOUR

CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any one time is Ten Thousand (1,000) shares of common stock, all of which shall have a par value of one dollar (\$1.00).

ARTICLE FIVE

REGISTERED AND PRINCIPAL OFFICES

The name and mailing address of the Registered Agent is:

Harold G. Schenker, 6745 Poinciana Court, Miami, Florida 33143.

The street address of the principal place of business of the Corporation is:

6745 Poinciana Court, Miami, Florida 33143.

The principal offices of business of said corporation shall be located in Broward, Dade and Monroe Counties, Florida, with the privilege of having branch offices at other places within or without the State of Florida, or within or without the United States of America.

ARTICLE SIX

DIRECTORS

The name and mailing address of the members of the first Board of Directors of this corporation, who shall hold office for the first year or until successors are chosen, are:

DIRECTOR	MAILING ADDRESS
Harold Schenker	6745 Poinciana Court, Miami, FL 33143
Lee Davis	6643 Poinciana Court, Miami, FL 33143


ARTICLE SEVEN

INCORPORATOR

The name and street address of the incorporator is as follows:

Harold G. Schenker, 6745 Poinciana Court, Miami, FL 33143

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this 29 day of January, 1996.


Harold G. Schenker

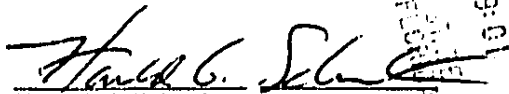
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the state of Florida.

1. The name of the Corporation is **RTP Holdings, Inc.**
2. The name and address of the registered agent and office of the Corporation is:


Harold G. Schenker, 6745 Poinciana Court, Miami, FL 3143

Dated: January 29, 1996


Harold G. Schenker
Incorporator
Florida DL 55213-347-56-092-0

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

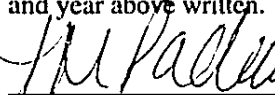
Dated: January 29, 1996


Harold G. Schenker
Florida DL 5526-347-56-092-0

STATE OF FLORIDA
COUNTY OF DADE

I hereby certify that on this the 29th day of January, 1996, Harold G. Schenker, personally came and appeared before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments. Harold G. Schenker has come to me well known and well known by me to be the person described in and who acknowledged to me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed and for the uses and purposes therein set forth and expressed, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year above written.


Notary Public
State of Florida at Large

