

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-7771
904-222-7772

800-342-8086



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PROFESSIONAL
TELECOMMUNICATIONS SERVICES

9 MAR - AM 10:2

DIVISION OF REGISTRATION

REFERENCE # 869234 7105904

AUTHORIZATION #

COST LIMIT # \$ 20.00

Patricia Pyjts

ORDER DATE # March 4, 1996

ORDER TIME # 5:34 PM

ORDER NO. # 869234

400001734174

CUSTOMER NO# 7105904

CUSTOMER# Mr. Lawrence Rosoff
MR. LAWRENCE ROSOFF

Apartment 3022
11211 South Military Trail
Boynton Beach, FL 33436

DOMESTIC FILING

NAME: R & R CAPITAL MANAGEMENT INC.

EFFECTIVE DATE:

XXXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrona Randolph

EXAMINER'S INITIALS:

T. BROWN MAR - 6 1996

FILED
96 MAR - 6 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 MAR -6 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

R & R CAPITAL MANAGEMENT INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

R & R CAPITAL MANAGEMENT INC.

The address of the principal office of this corporation shall be 2650 North Military Trail Suite 125, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

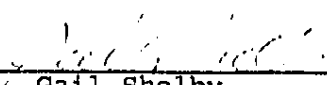
Lawrence Rosof Dir.	11211 South Military Trail, Apartment 3022, Boynton Beach, Florida 33436
Paul Redclift Dir.	Same

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

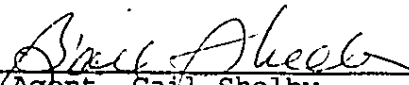
The undersigned incorporator has executed these Articles of Incorporation on March 5, 1996.



Its Agent, Gail Shelby
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Gail Shelby
Authorized Service Representative
Corporation Service Company

DBC/aed/SBR