

PA6000024298
THE HERRICK COMPANY

A REAL ESTATE INVESTMENT FIRM

Morristown, NJ
(201) 539-1390

2295 Corporate Blvd., N.W., Suite 222, P.O. Box 5010, Boca Raton, FL 33431-0810
(407) 241-9880 FAX (407) 241-9887

Beverly Hills, CA
(310) 273-9525

VIA FEDERAL EXPRESS

March 11, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300001740283
-03/12/96--01115--024
*****78.75 *****78.75

Re: **RHSEF, INC.**

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of RHSEF, Inc., together with a check in the amount of \$78.75 representing the filing fee of \$35.00, registered agent fee of \$35.00 and Certificate of Status fee of \$8.75.

Please return a filed copy of the Articles of Incorporation and the Certificate of Status in the enclosed prepaid Federal Express envelope.

Thank you for your assistance with this matter.

Very truly yours,

Sue Deverson

Sue Deverson, CLA
Certified Legal Assistant

/sd

Enclosures

c: Mr. Bob Klein w/enclosure
lcorporat@state3.flr

FILED
96 MAR 13 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 19 1996

**ARTICLES OF INCORPORATION
OF
RHSEF, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is RHSEF, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, at \$0.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at that office is The Herrick Company, Inc.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Norton Herrick, 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431.

ARTICLE VI

INITIAL DIRECTOR

The name and street address of the individual who is to serve as the sole initial director of the corporation is:

Norton Herrick

2295 Corporate Boulevard, N.W.
Suite 222
Boca Raton, Florida 33431

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of March, 1996.


Norton Herrick
Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of RHSEF, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8th day of March, 1996.

THE HERRICK COMPANY, INC.

By: _____

Norton Herrick
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA