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March 26, 1996

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
96 APR -4 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: *R & L Enterprises, Inc. of South Florida*
(Proposed corporate name - must include suffix)

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide one conformed copy of the Articles and return in postage paid envelope.

A check for \$70.00 is enclosed. This represents payment for:

1. Filing fee for Florida Corporation; and
2. Designation of Registered Agent and place for service of process.

Mary Anderson GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Name*
DATE *4/4/96*
DOC. EXAM. *BP*

FROM: *Lewis H. Cohen*
LEWIS H. COHEN, ESQ.
Attorney At Law
2016 Harrison Street
Hollywood, Florida 33020-5096
(954) 922-8100

B. REGISTER APR 4 1996

**ARTICLES OF INCORPORATION
OF
R & L ENTERPRISES, INC. OF SOUTH FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is R & L ENTERPRISES, INC. OF SOUTH FLORIDA

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 715 South 21st Avenue, Hollywood, Florida 33020

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are EDDIE McKINNEY, 715 South 21st Avenue, Hollywood, Florida 33020

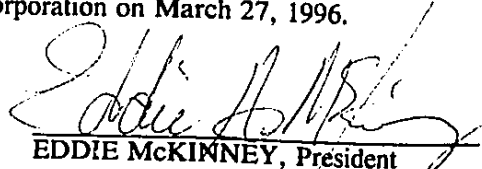
ARTICLE V. INCORPORATORS.

The names and street addresses of the incorporators of these articles of incorporation are:

EDDIE McKINNEY, 715 South 21st Avenue, Hollywood, Florida 33020
DIANE CARROLL, 715 South 21st Avenue, Hollywood, Florida 33020
JOYCE PERRY, 715 South 21st Avenue, Hollywood, Florida 33020

OPTIONAL PROVISIONS.

The undersigned have executed these articles of incorporation on March 27, 1996.


EDDIE McKINNEY, President


DIANE CARROLL, Vice President

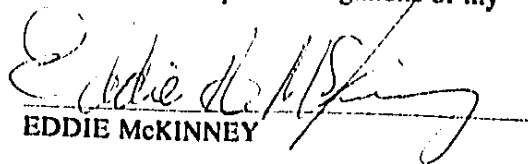

JOYCE-PERRY, Secretary

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is R & L ENTERPRISES, INC. OF SOUTH FLORIDA
2. The name of the registered agent is EDDIE McKINNEY
3. The address of the registered agent/registered office is 715 South 21st Avenue, Hollywood, Florida 33020.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


EDDIE McKINNEY

Date: 3/27/96

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TALLAHASSEE, FLORIDA