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FILED  
APR -4 AM '96  
TALLAHASSEE, FL  
1996

March 27, 1996

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Corporate Records Bureau  
Division of Corporation  
Department of State of Florida  
P.O. Box 6327  
Tallahassee, FL 32301

Re: RHYTHM, INC.

Dear Sir,

Enclosed for filing is an original and one (1) copy of the Articles of Incorporation and the Certificate Designating Place of Business and Naming a Resident Agent for the above-captioned. Also enclosed please find my trust account check in the amount of \$70.00 to cover the expenses. Would you kindly send me a copy of these documents when they have been filed.

Thank you for your cooperation.

Very truly yours,

*William P. Blade*  
William P. Blade

WPB:jo  
Enclosures

F. CHESSER APR 10 1996

ARTICLES OF INCORPORATION  
OF  
RHYTHM, INC.

FILED  
95 APR -4 PM 8:52  
TALLAHASSEE, FLORIDA

THOMAS DICKINSON, the undersigned, hereby associate RHYTHM, INC. for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do certify that RHYTHM, INC.

have become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: RHYTHM, INC.

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation and its object and purpose is: To transact any and all lawful business regardless of its nature or description.

ARTICLE III

The maximum number of shares which this corporation shall be authorized to issue and have outstanding at one time shall be limited to One Hundred (100) shares of common stock, Ten Dollars (\$10.00) par value.

The consideration for the issuance of such shares of stock, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this corporation at any meeting of the Board. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or the services to be performed or rendered as a consideration for the issuance of said stock, shall be fixed by the Board of Directors of this corporation at any regular meeting of the Board or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereto. Any and all shares of stock of this corporation shall be issued for the consideration, or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all shares of this corporation's stock so issued shall be deemed fully paid and non-assessable.

#### ARTICLE IV

The corporation shall begin business with paid in capital of not less than Five Hundred Dollars (\$500.00).

#### ARTICLE V

The corporation shall have a perpetual existence.

#### ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VII

The street address of the initial registered office of this corporation is: 9042 S.W. 65 Terrace, Miami, FL 33173, and the name of the initial registered agent of this corporation is THOMAS DICKINSON. It shall have the power to transact business in any other place or places both within or outside the State of Florida and throughout the world.

Meetings of the stockholders and directors of this corporation for any and all purposes, including the annual meeting of stockholders may be held at places other than the principal office of the corporation, within or outside the State of Florida, and the place or places for holding of such meeting may be specified in the By-Laws or by the Board of Directors.

#### ARTICLE VIII

This corporation shall have 2 directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The initial directors of this corporation shall be:

THOMAS DICKINSON, 9042 S.W. 65 Terrace, Miami, FL 33173

GERARDO NOVOA, 9042 S.W. 65 Terrace, Miami, FL 33173

ARTICLE IX

The person signing these Articles of Incorporation is:

THOMAS DICKINSON, 9042 S.W. 65 Terrace, Miami, FL 33173

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



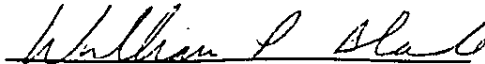
THOMAS DICKINSON

STATE OF FLORIDA

COUNTY OF Broward

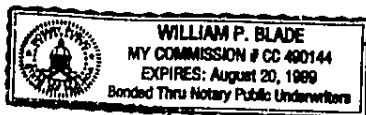
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared THOMAS DICKINSON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid, on this 29<sup>th</sup> day of March, 1996.



NOTARY PUBLIC

My Commission expires:



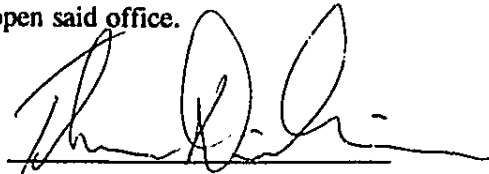
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

First - - that RHYTHM, INC. desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of Incorporation at 9042 S.W. 65 Terrace,  
Miami, FL 33173, has named THOMAS DICKINSON of said address, as its agent to accept  
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-captioned corporation, at  
place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply  
with the provision of said Act relative to keeping open said office.



THOMAS DICKINSON

FILED  
95 APR -4 AM 8:52  
CLERK OF STATE  
TALLAHASSEE, FLORIDA