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1201 HAYS STREET

MIAMI, FL 33131-2600

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PREMIER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 967898 11513A

AUTHORIZATION :

Patricia Pyjute

COST LIMIT : \$ 70.00

ORDER DATE : May 28, 1996

ORDER TIME : 2:59 PM

ORDER NO. : 967898

CUSTOMER NO: 11513A

000001842200

CUSTOMER: James Marx, Esq  
JAMES A. MARX, ESQ

Suite 340  
201 South Biscayne Boulevard  
Miami, FL 33131-4324

DOMESTIC FILING

NAME: RHINO ARTS INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

JP 5/29/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 29 PM 12:21

**ARTICLES OF INCORPORATION**  
**OF**  
**RHINO ARTS INTERNATIONAL, INC.**  
**(a Florida corporation)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 29 PM 12:21

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

**NAME**

The name of the corporation (hereinafter called the "Corporation") is RHINO ARTS INTERNATIONAL, INC.

**ARTICLE II**

The address of the principal office of the Corporation is 1688 Meridian Avenue, Suite 616, Miami Beach, Florida 33139.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to issue is 1,000, all of which shall be Common Stock, and which shall have a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters which shareholders have the right to vote.

**ARTICLE IV**

**RESIDENT OFFICE AND AGENT**

The initial street address of the Corporation's initial registered office shall be Miami Center, Suite 340, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be James Marx, Esq.

**ARTICLE V**  
**INCORPORATOR**

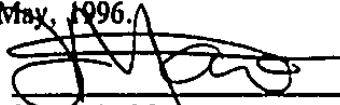
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
James A. Marx, Esq.	Miami Center - Suite 340 201 South Biscayne Boulevard Miami, Florida 33131

**ARTICLE VI**  
**INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of May, 1996.

  
James A. Marx

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RHINO ARTS INTERNATIONAL, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to the Florida Business Corporation Act.

DATE: May 24, 1996.

  
James A. Marx

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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