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ATTORNEYS AT LAW

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201 SOUTH MIHCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-4329

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HOLAND R. ST. LOUIS, JR.

July 10, 1996

Florida Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

BY FEDEX

000001830920  
-07/11/96--01048--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: RSL Holdings, Inc.

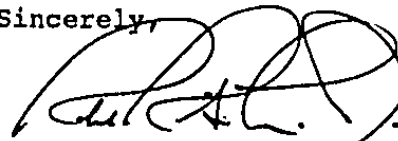
To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 1345, in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,



Roland R. St. Louis, Jr.

RSL/jnm

Enclosures

7/17/96  
10

ARTICLES OF INCORPORATION  
OF  
RSL HOLDINGS, INC.

FILED  
JUL 11 PM 1:46  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is RSL Holdings, Inc.

Its principal office and mailing address is 201 South Biscayne  
Boulevard, Suite 2300, Miami, Florida 33131-4329.

ARTICLE II - DURATION

The effective date of this Corporation shall be July 12, 1996,  
and it shall exist perpetually thereafter unless sooner dissolved  
according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities  
or business permitted under the Laws of the United States and  
Florida, including, but not limited to, the ownership, operation,  
leasing, promotion, management and sale of equipment and the  
formation of any general or limited partnership for such business  
activities.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is  
authorized to have outstanding at any time is 1,000 shares of  
common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 2300 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4329, and the initial registered agent of this Corporation at such office shall be Roland R. St. Louis, Jr., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The name and address of the sole initial director is:

<u>Name</u>	<u>Address</u>
Roland R. St. Louis, Jr.	201 South Biscayne Boulevard Suite 2300 Miami, Florida 33131-4329

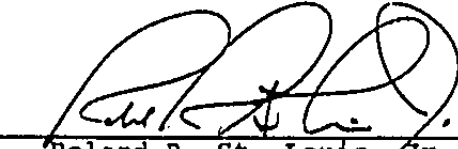
To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Roland R. St. Louis, Jr.	2300 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131-4329

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JUL 11 PM 1:44  
CLERK OF DISTRICT COURT  
DADE COUNTY, FLORIDA

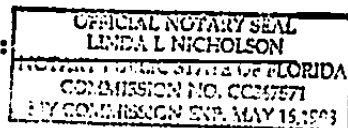
  
\_\_\_\_\_  
Roland R. St. Louis, Jr.,  
Incorporator

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

The foregoing Articles of Incorporation of RSL Holdings, Inc. were acknowledged before me this 10th day of July, 1996, by Roland R. St. Louis, Jr., as Incorporator.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

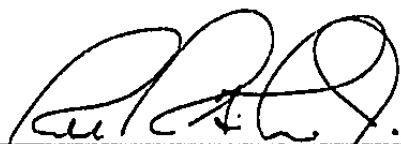


(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RSL Holdings, Inc., at the place designated in the Articles of Incorporation, Roland R. St. Louis, Jr., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: July 10, 1996.

  
\_\_\_\_\_  
ROLAND R. ST. LOUIS, JR.