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Law Offices of

MARK D. COHEN, P.A.

Presidential Circle  
4000 Hollywood Blvd., Ste. 417 South  
Hollywood, FL 33021

95 JUL 22 PM 2:47  
TALLAHASSEE, FLORIDA

(954) 982-1100

Facsimile (954) 982-1770

July 19, 1996

Letter sent via FEDEX

Secretary of State /  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: H.S. RHINO PRODUCTS, INC.

100001800651  
-07/22/96--01061--010  
\*\*\*122.50 \*\*\*122.50

To Whom It May Concern:

Enclosed is my check no. 1828 in the amount of \$122.50 representing the fees for the following: \$35.00 filing of Articles of Incorporation; \$35.00 filing of Designation and Acceptance of Registered Agent; and, \$52.50 for a returned certified copy.

After recording please immediately return the recorded documents to my office in the self-addressed return FEDEX envelope.

Thank you for your prompt attention.

Should you have any questions or wish to discuss, please do not hesitate to contact me.

Very truly yours,

MARK D. COHEN, P.A.

Mark D. Cohen, Esq.

MDC/jw  
enclosures

7/23/96  
JD

ARTICLES OF INCORPORATION  
OF

H.S. RHINO PRODUCTS, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

H.S. RHINO PRODUCTS, INC.

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME

Frederick Horwin

STREET ADDRESS

c/o First Capital Services, Inc.  
2300 Glades Road, #450-W  
Boca Raton, FL 33431

#### ARTICLE V - INCORPORATOR

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

<u>NAME</u>	<u>STREET ADDRESS</u>
Frederick Horwin	c/o First Capital Services, Inc. 2300 Glades Road, #450-W Boca Raton, FL 33431

#### ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The street address and mailing address of the principal office of the Corporation is as follows:

H.S. RHINO PRODUCTS, INC.  
c/o First Capital Services, Inc.  
2300 Glades Road, #450-W  
Boca Raton, FL 33431

#### ARTICLE VII - MISCELLANEOUS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.
5. The Corporation shall indemnify any officer or director, or any former officer of director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Hollywood, Florida for uses and purposes aforesaid, this 19th day of July, 1996

FREDERICK HORWIN  
FREDERICK HORWIN

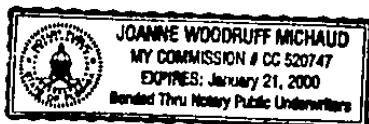
STATE OF FLORIDA )  
                              : ss  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared FREDERICK HORWIN, who is well known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Hollywood, Broward County, Florida, this 19th day of July, 1996.

Joanne Woodruff Michaud  
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:




DESIGNATION AND ACCEPTANCE

OF


REGISTERED AGENT

FILED  
MAR 22 PM 2:47  
CLERK

PURSUANT to Chapter 607.34, Florida Statutes, H.S. RHINO PRODUCTS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Mark D. Cohen, P.A., Presidential Circle, Ste. 417 So, Hollywood, FL 33021, has named MARK D. COHEN, ESQ., located at Presidential Circle, Ste. 417, 4000 Hollywood Blvd., Hollywood, FL 33021 as its registered agent to accept service of process within this State.

By:   
FREDERICK HORWIN

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
MARK D. COHEN, ESQ.  
Mark D. Cohen, P.A.  
Presidential Circle, Ste. 417 So.  
4000 Hollywood Blvd.  
Hollywood, FL 33021  
(954) 962-1166