

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Ralco & Co., Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
915 S.W. 107th Avenue
Miami, Florida 33174

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Eileen Reich
11977 Classic Drive, Coral Springs, Florida 33071
Raul A. Cepero
915 S.W. 107th Avenue, Miami, Florida 33174

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation
3732 N.W. 16th Street
Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: September 18, 1996

Fillings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Ralco & Co., Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: September 18, 1996

Teresa Roman
Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 18, 1996

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
FILED
SEP 19 1996
CLERK OF DISTRICT COURT
NORTH DAVENPORT, FLORIDA

P96 000077712

Lloyd A. Baron, P.A.

ATTORNEY AND COUNSELOR AT LAW

MERRILL LYNCH TOWER

SUITE 110

2855 UNIVERSITY DRIVE

CORAL SPRINGS, FLORIDA 33065

TELEPHONE (954) 344-7320

TELEFAX (954) 345-1556

LLOYD A. BARON
MEMBER FLORIDA, CONNECTICUT,
UNITED STATES DISTRICT COURT &
NEW YORK BARS

SATELLITE OFFICES:
BOCA RATON
FORT LAUDERDALE

October 1, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Fictitious Name Filing

Re: Ralco & Co., Inc.

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-10/15/96--01211--011
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find a Certificate Designating Change of Registered Agent regarding the above, along with a check in the amount of Thirty-Five Dollars (\$35.00).

Very truly yours,


Lloyd A. Baron, Esq.

LAB:ls
Enclosure

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FILED
96 OCT -7 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 OCT -7 PM 4:23
DIVISION OF CORPORATIONS

CERTIFICATE DESIGNATING CHANGE
OF
REGISTERED AGENT

In compliance with section 607.0501, Florida Statute, the following is submitted:

- 1) Name of the Corporation is Ralco & Co., Inc.
- 2) Street address of the Registered Office is 16th Street, Fort Lauderdale, Florida 33311
- 3) Name of the current Registered Agent is Filings, Inc.
- 4) Name of the successor Registered Agent is
Lloyd A. Baron, Esq.
- 5) Street address of the new Registered Office is
2855 University Drive, Suite 110
Coral Springs, Florida 33065
- 6) Such change of Registered Agent and Registered Office was authorized by an Officer of the Corporation, so authorized by the Board of Directors.

Signature

Eileen Peice

Title

President

Date

9/30/96

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Date:

9-30-96

Signature

[Signature]

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96 OCT -7 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA