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1201 HAYS STREET
TALLAHASSEE, FL 32307
904-222-0100
1-222-0100 FAX



PRIESTER HALL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032
REFERENCE : 091269 4337904
AUTHORIZATION :
COST LIMIT : \$ 122.50

Patricia Pyjits

ORDER DATE : September 19, 1996
ORDER TIME : 10:04 AM
ORDER NO. : 091269
CUSTOMER NO: 4337904

500001951615

CUSTOMER: Jonathan Feuerman, Esq
THERREL BAISDEN & MEYER WEISS
Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

RECEIVED
95 SEP 19 AM 11:27
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: RUTH MORGENSTERN ENTERPRISES,
INC.

EFFECTIVE DATE:

- X ARTICLES OF INCORPORATION
- _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- X CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

File 1st
95 SEP 19 PM 3:33
FILED STATE
SECRETARY OF CORPORATIONS
G
9/19/96

EFFECTIVE DATE

9/17/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
RUTH MORGENSTERN ENTERPRISES, INC.

ARTICLE I
Name

The name of the corporation is RUTH MORGENSTERN ENTERPRISES, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 17 day of September, 1996.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is: Jonathan Feuerman, Esq.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have two (2) directors. The

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

RUTH MORGENSTERN ENTERPRISES, INC.

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

First--that RUTH MORGENSTERN ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office at: c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, has named Jonathan Feuerman, Esq., located at 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the 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.



JONATHAN FEUERMAN

JF\EST.PLN\FLP\MISC\MORGEN-A.Inc