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SEPTEMBER 11, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

1000001952661  
09/20/96--01077--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: R.A.S. MANAGEMENT HOLDINGS, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

*Lawrence A. Kirsch*

Lawrence A. Kirsch

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

96 SEP 20 PM 1:14

07/23/96  
LAW

ARTICLES OF INCORPORATION

R.A.S. MANAGEMENT HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is R.A.S. MANAGEMENT HOLDINGS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Richard A. Sitomar  
c/o Millennium Securities Corp.  
110 East 59th Street  
Sixth Floor  
New York, New York 10022

ARTICLE VI. PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

c/o Millennium Securities Corp.  
110 East 59th Street  
Sixth Floor  
New York, New York 10022

ARTICLE VII. INCORPORATOR

FILED  
55 SEP 20 1974 -  
SECRETARY OF STATE  
TENNESSEE, FLORIDA

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch  
90 State Street  
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of September, 1996.

Lawrence A. Kirsch  
LAWRENCE A. KIRSCH

STATE OF NEW YORK)  
COUNTY OF ALBANY ) SS.:

The foregoing instrument was acknowledged and sworn to me before this 11th day of September, 1996 by the incorporator of R.A.S. MANAGEMENT HOLDINGS, INC.

Wendy J. Henderson  
Notary Public  
My Commission Expires:

WENDY J. HENDERSON  
Notary Public, State of New York  
No. 01HE0031000  
Qualified in Albany County  
Commission Expires July 25, 19

98

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: R.A.S. Management Holdings, Inc.
2. The name and address of the registered agent and office is: Geoffroy D. Sitomer, 3404 Bridgewood Drive, Boca Raton, FL 33434

(P. O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

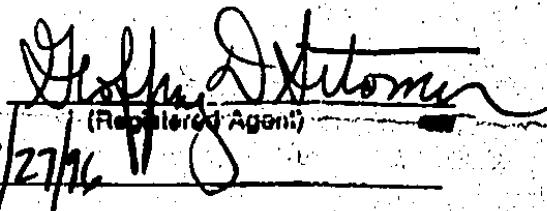
TITLE

Richard A. Sitomer, President

DATE

8/27/96

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE

8/27/96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 20 PM 1:16

FILED

REGISTERED AGENT FILING FEE: \$20.00