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ARTICLES OF INCORPORATION
OF
RACHEL HOLDINGS, INC.

FILED
96 OCT -9 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The Name of the corporation shall be:

RACHEL HOLDINGS, INC.

The address of the principal office of this corporation shall be 10653 Zurich Street, Cooper City, Florida 33026 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be **412 Southeast 18th Street, Fort Lauderdale, Florida 33316**, and the name of the initial registered agent of the corporation at that address is **Steven R. Ballinger, Esq.**

ARTICLE V. OFFICERS AND DIRECTORS

This Corporation shall have the following officers and directors who shall hold office for the first year of the corporation, or until successors are elected or appointed:

1. Michelle Rosen. Director/President/Secretary-Treasurer
2. Richard Rosen, D.O. Director/Vice President

ARTICLE VI. TERM OF EXISTENCE

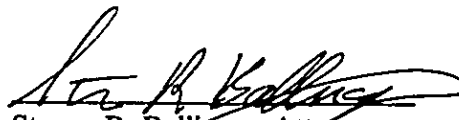
The existence of this corporation shall be perpetual.

ARTICLE VI. INCORPORATOR

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

STEVEN R. BALLINGER, ESQ.
412 Southeast 18th Street
Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
on October 7, 1996.


Steven R. Ballinger, Attorney

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of FS 607.0501, 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 **Rachel Holdings, INC.**
2. The name of the registered agent is **Steven R. Ballinger.**
3. The address of the registered agent is:

**STEVEN R. BALLINGER, ESQ.
412 SOUTHEAST 18TH STREET
FORT LAUDERDALE FL 33316**

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ACCEPTANCE

Having been named as register agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating 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: October 8, 1996


STEVEN R. BALLINGER

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