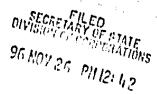
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CORPORATION NA	ME(S) & DOCUMENT NUN	IBER(S), (if known):
1. RCG III	LC.	
(Corporati	on Name) (De	ocument #)
2. (Corporati	on Name) (De	ocument #)
3.		
(Corporati	on Name) (Do	ocument #)
4. (Corporati	on Name) (Do	ocument #)
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NEW FILINGS	AMENDMENTS	013
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NonProfit	Resignation of R.A., Officer/ Direc	tor S 22 m
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawal	The space of the state of the s
Other	Метдет	
OTHER FILINGS	REGISTRATION/	(of the
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Fictitious Name	Foreign	•
Name Reservation	Limited Partnership	
<u> </u>	Reinstatement	
	Trademark Other	
<u> </u>	Oulei	

CR2E031(1.95)

Examiner's Initials

D. EROWN 'NOV 2 6 1998



ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: RCG, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

NICHOLAS GENTILE 337 N.E. 69 STREET MIAMI, FL 33 | 48

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: (1,000) ONE-THOUSAND

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

NICHOLAS GENTILE 311 S.W. 64 AVENUE MIAMI, FL 33144

ARTICLE V INCORPORATORS

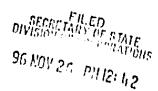
The names(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is (are):

NICHOLAS GENTILE 311 S.W. 64 AVENUE MIAMI, FL 33144

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 25TH day of NOVEMBER, 1996.

Nicholas Henture Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

The name of the corporation is: RCG, INC.		
2. The name and address of the registered agent and office is:		
NICHOLAS GENTILE		
Name		
311 S. W. 64 AVENUE		
(P.O. Box or Mail Drop NOT Acceptable)		
MIAMI, FL 33144		
(City, State, ZIP Code)		

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligation of my position as registered agent.

November 25, 1996
(Signature) November 25, 1996