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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 7, 1996

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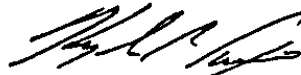
Secretary of State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of The Ross Group, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check for \$122.50. Please send the certificate of incorporation and the certified copy of the Articles to the undersigned at the above address.

Sincerely yours,



KYLE R. SAXON

KRS:mk

Enclosures

Handwritten initials and date: 11/27/96

ARTICLES OF INCORPORATION
OF
THE ROSS GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

THE ROSS GROUP, INC.

ARTICLE II - MANAGEMENT BY SHAREHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents as the shareholders, from time to time, deem advisable, provided that any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

The Incorporator shall manage the business of the corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL OFFICERS

Until the incorporator or shareholders elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President/Secretary/Treasurer

Patricia Ross Marx

ARTICLE V - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VI - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business,

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be six hundred (600) shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the shareholders of the corporation. Stock in other corporations or

going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the shareholders shall determine.

ARTICLE VIII - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than five hundred dollars (\$500.00).

ARTICLE IX - PRE-EMPTIVE RIGHTS

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

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at 1430 South Bayshore Drive, Miami, Florida 33131. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize.

ARTICLE XI - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other power as it may possess as a matter of law, all without limitation.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including but not limited to indemnification for counsel fees.

ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

Kyle R. Saxon, Esq.
1700 Alfred I. duPont Building
169 East Flagler Street
Miami, Florida 33131

ARTICLE XIV - AMENDMENT

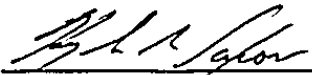
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - INCORPORATOR

The names and addresses of the persons signing these articles of incorporation are:

Kyle R. Saxon, Esq.
1700 Alfred I. duPont Building
169 East Flagler Street
Miami, Florida 33131

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of November, 1996.

 (SEAL)
KYLE R. SAXON, ESQ.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 18th day of November, 1996, by KYLE R. SAXON, ESQ., who is personally known to me or who has produced _____ as identification and who did not take an oath.

OFFICIAL NOTARY SEAL
MARILYN M KAYE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC261131
MY COMMISSION EXPI. MAR. 18, 1997

Marilyn M. Kaye
Notary Public, State of Florida
My Commission expires:

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

Kyle R. Saxon
KYLE R. SAXON,
Registered Agent