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PATENT AGENT
M. STRIN... PH...
*NON-...
... MARYLAND OR...
... VIRGINIA ONLY

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BY FEDERAL EXPRESS

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

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-12/20/96- 0108--012
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Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of RCI Florida, Inc. and a Designation of Pat Matarese as the Registered Agent of RCI Florida, Inc. Also enclosed is a check in the amount of \$122.50, to cover the filing fees and to obtain a certified copy of the Articles of Incorporation. I would appreciate your returning a certified copy of these Articles promptly after they are filed.

Please call me collect at (617) 443-9292 if you have any questions about the enclosed.

Sincerely yours,

Thomas C. Carey
Thomas C. Carey

FCC:amd
Enclosure

12/24

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ARTICLES OF INCORPORATION
of
RCI FLORIDA, INC.

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

ARTICLE 1. NAME.

The name of the corporation is:

RCI FLORIDA, INC.

ARTICLE 2. PRINCIPAL OFFICE

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

1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

ARTICLE 3. SHARES

The number of shares of stock that the corporation is authorized to have outstanding at any one time is one million (1,000,000). The shares of stock authorized hereby shall be shares common stock, no par value per share (the "Common Stock"). Holders of the Common Stock shall have unlimited voting rights (one vote per share held), and shall be entitled to receive the net assets, pro rata in accordance with the number of shares of Common Stock that they hold, upon the dissolution of the Corporation.

ARTICLE 4. INITIAL REGISTERED AGENT AND STREET ADDRESS.

The address of the initial registered agent is:

Pat D. Matarese
1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

ARTICLE 5. INCORPORATORS:

The name and street address of the incorporator to these Articles of Incorporation is:

Thomas C. Carey, Esq.
Bromberg & Sunstein
125 Summer Street
Boston, MA 02110

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 6. INITIAL DIRECTORS

The name and address of the initial directors of the Corporation are:

Michael Moore
1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

Samantha Moore
1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

Pat Matarese
1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

B. James O'Hara
1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

ARTICLE 7. OTHER LAWFUL PROVISIONS

- (a) This corporation shall not be governed by section 607.0901 of the Florida Business Corporation Act.
- (b) The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act.
- (c) No director, officer, agent or employee of the corporation may apply to any court for an order requiring the corporation to provide indemnification or advancement of expenses pursuant to clause (9)(c) of section 607.0850 of the Florida Business Corporation Act.

* * * * *

The undersigned incorporator of the Corporation has executed these Articles of Incorporation this 19th day of December, 1996.



Thomas C. Carey

**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.

1. The name of the corporation is RCI Florida, Inc.

2. The name and address of the registered agent and office is:

Pat Matarese
(NAME)

1655 Palm Beach Lakes Blvd., suite 600
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

West Palm Beach, FL 33401
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 obligations of my position as registered agent.


(SIGNATURE)

December 19, 1996
(DATE)