

LAW OFFICES OF  
**WILLIAM FERGUSON**

2820 N W 135TH STREET  
OPA LOCKA, FLORIDA 33054  
305-769-5814

OF COUNSEL  
TERRY V. PERCY

P96000103476

December 17, 1996

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL. 32314

RE: R & R Assignments, Inc.

200002034692--8  
-12/20/96--01027--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed is the application for Incorporation. Please forward the Incorporation papers to my attention, the registered agent, at William Ferguson  
2820 N.W. 135th Street  
Opa-Locka, FL 33054.

Your cooperation is greatly appreciated. If you have any questions please don't hesitate to call.

FILED  
96 DEC 20 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sincerely,

  
William Ferguson, Esq.

DEC 26 1996

BSB

FILED

ARTICLES OF INCORPORATION  
OF  
R & R ASSIGNMENTS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is R & R ASSIGNMENTS, INC., and its address is 5727 NW 17th Avenue, Miami, Florida 33142.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is WILLIAM FERGUSON, and his address is 2820 NW. 135th Street, Opa-Locka, Florida 33054.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are :

NAME & ADDRESS

POSITION

GARY P. RANGE  
5727 NW 17TH AVE.  
MIAMI, FL. 33142

PRESIDENT

M. ATHALIE RANGE  
5727 NW 17TH AVE.  
MIAMI, FL. 33142

SECRETARY

The undersigned incorporator has executed these Articles of Incorporation this 11th  
day of December, 1996.

Signature

Date

  
GARY P. RANGE

12/11/96

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

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer of Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

The name of the person signing these Articles is GARY P. RANGE and his address is 5727 NW 17TH AVE., MIAMI, FL. 33142.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

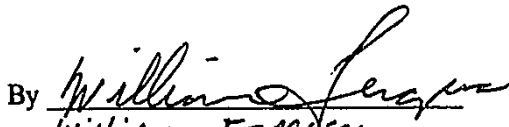
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of December, 1996.

  
GARY P. RANGE, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 11th DAY OF December, 1996.

By   
William FERGUSON  
PRINT (Registered Agent)

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, OF 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 & R ASSIGNMENTS, INC.
2. The name and address of the registered agent and office is:

WILLIAM FERGUSON  
2820 NW 135TH STREET  
OPA-LOCKA, FL. 33054

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.

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA