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ATLANTA, GEORGIA 30339
TELEPHONE (770) 563-8800
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December 30, 1996

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*****70.00 *****70.00

Department of State - Florida
Corporation Division
P. O. Box 6327
Tallahassee, Florida 32314

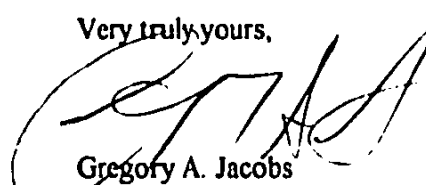
Re: Incorporation of R. H. Design Group, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation, as well as a Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. In addition, I have enclosed a check for \$70.00 made payable to the Department of State for the filing fee for the above-referenced documents.

Please call me if you have any questions.

Very truly yours,


Gregory A. Jacobs
Attorney for the Incorporators

GAJ/ss
Enclosures
cc: Ruth Myerson
Harvey LeVine
NCLAKCORP/RIHDESIGNFLA-SEC'LTR

JAN 9

BBB

FILED
97 JAN -2 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-97

ARTICLES OF INCORPORATION
OF
R.H. DESIGN GROUP, INC.

FILED

97 JAN -2 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

EFFECTIVE DATE

1-1-97

The name of the Corporation is:

R.H. DESIGN GROUP, INC.

II.

The Corporation shall be authorized to issue two (2) classes of stock: Class A Voting Common Stock and Class B Non-Voting Common Stock.

CLASS A VOTING COMMON STOCK

The aggregate number of shares of Class A Voting Common Stock that the Corporation shall be authorized to issue shall be fifty thousand (50,000) shares, with \$.01 par value per share. The Class A Voting Common Stock shall possess all such rights and privileges as are afforded to capital stock by applicable laws, including but not limited to the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote

CLASS B NON-VOTING COMMON STOCK

The aggregate number of shares of Class B Non-Voting Common Stock that the Corporation shall be authorized to issue shall be fifty thousand (50,000) shares, with \$.01 par value per share. The Class B Non-Voting Common Stock shall carry no voting rights on any matter, and the holders of Class B Non-Voting Common Stock shall not participate in any proceedings in which actions shall be taken by the Corporation or the shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the shareholders. Except as provided in the immediately preceding sentence, the Class B Non-Voting Common Stock shall possess all such rights and privileges as are afforded to capital stock by applicable laws.

III.

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if documented by one or more written consents signed by persons who would be entitled to vote at such a meeting and who collectively own shares in the Corporation having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted.

IV

The initial registered office of the Corporation will be located in Dade County at 2430 North Shore Terrace, Miami Beach, Florida 33141. The initial registered agent of the Corporation at such address will be Harvey LeVine.

v.

The name and address of the incorporators are:

Name _____

Harvey LeVine

Address

**2430 North Shore Terrace
Miami Beach, Florida 33141**

Ruth S. Myerson

5750 Collins Avenue #8-B
Miami Beach, Florida 33141

VI.

The mailing address of the initial principal office of the Corporation is 2430 North Shore Terrace, Miami Beach, Florida 33141.

VII.

The initial Board of Directors shall consist of two (2) members who shall be and whose addresses are:

Name

Harvey LeVine

Address

**2430 North Shore Terrace
Miami Beach, Florida 33141**

Ruth S. Myerson

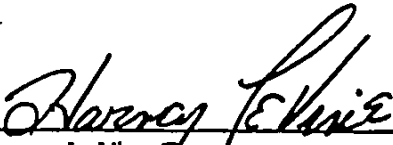
**5750 Collins Avenue #8-B
Miami Beach, Florida 33141**

The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by Florida law.

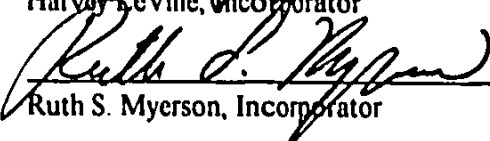
VIII.

The effective date of these Articles of Incorporation shall be the 1st day of January, 1997.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 28th day of December, 1996.



Harvey Levine, Incorporator



Ruth S. Myerson, Incorporator

**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: R. H. Design Group, Inc.
- 2 The name and address of the registered agent and office is:

Harvey LeVine
2430 North Shore Terrace
Miami Beach, Florida 33141

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.


Harvey Levine, Registered Agent

December 23, 1996

FILED
97 JAN -2 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA