

LAW OFFICES OF
CARLTON & JACOVITZ
A Partnership of Professional Associations

1215 Southeast Second Avenue, Suite 201
Fort Lauderdale, Florida 33316
(954) 522-5880

BLAKE M. CARLTON, P.A.
DANIEL L. JACOVITZ, P.A.

January 9, 1997

Secretary of State
Division of Corporations
Box 6327
Tallahassee, FL

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-01/13/97--01087--003
*****78.75 *****78.75

Re: Filing Articles of Incorporation -
RAPI MANAGEMENT CORPORATION

Dear Sir or Madam:

Enclosed please find the following, to effect filing Articles of Incorporation concerning the above new entity, and to effect the return of the document once filed:

- 1) Original Articles of Incorporation, and one copy thereof
- 2) Our check in the amount of \$78.75
- 3) A self addressed stamped envelope for return of documents

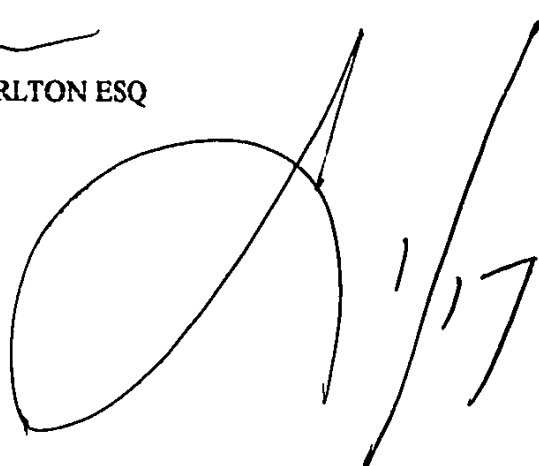
We thank you in advance for your assistance and cooperation.

Very truly,


BLAKE M. CARLTON ESQ

BMC/km
cc: client
enc.

FILED
97 JAN 13 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
of
RAPI MANAGEMENT CORPORATION

FILED
97 JAN 13 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IT IS HEREBY AGREED, by and between the undersigned Subscriber to these Articles of Incorporation, that said person is a natural person competent to contract, and that they hereby form a Florida for Profit Corporation, under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **RAPI MANAGEMENT CORPORATION**, at the address of 2112 Northeast 32 Avenue, Fort Lauderdale, Broward County, Florida.

ARTICLE II. NATURE OF BUSINESS

The nature of this Corporation shall be to engage in the management of commercial properties, and/or for any other general purpose whatsoever as it deems fit, so long as such purpose is permitted under the laws of this State.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. CAPITAL

The amount of capital with which this corporation shall begin business shall be \$100.00.

ARTICLE VI. OFFICER

The names and addresses of the initial and sole officer and shareholder of this corporation who shall hold office until such time as successors are, if ever, elected or appointed are:

NAME	ADDRESS	TITLE
Elizabeth Rapi Nicholson	2112 Northeast 32 Avenue	Sole Proprietor President

ARTICLE VII. SUBSCRIBER

The name and street address of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$100.00, the amount of capital with which this corporation shall begin business:

ELIZABETH RAPI NICHOLSON 2112 NE 32 Avenue 100 % shares

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall be initially governed by the sole stockholder, notwithstanding other provisions of these Articles of Incorporation.


DATED AND AGREED this 7th day of Jan. 1998.

BY: Elizabeth R. Rap

ARTICLE IX. ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

HAVING BEEN MADE THE initial registered Agent to accept service of process of the corporation at the address referenced below, I hereby accept such status

and consent to act in this capacity and agree to comply with all the requirements of the
pertaining thereto.


BLAKE CARLTON, Registered Agent
1215 SE 2 Avenue, Ste 201
Ft. Lauderdale, FL 33316

IN WITNESS WHEREOF, the undersigned has hereunto set his hand seal on
this 8th day of January 1997.


ELIZABETH RAPI

STATE OF FLORIDA :
COUNTY OF BROWARD:

I hereby certify that on this 8th day of January 1997 personally appeared
before me ELIZABETH RAPI personally known to me and who did take an oath
administered by me, a person duly authorized in the State and County aforesaid to
administer oaths, who is the same person described in the above Articles of Incorporation
and who executed these Articles and thereby acknowledged that these Articles and facts
therein are true.

8th WITNESS my hand and seal at Ft. Lauderdale, Broward County, Florida on this
day of January 1997.


NOTARY PUBLIC, State of Florida
at Large

My commission expires :



97 JAN 13 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED