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January 2, 1997

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Florida Secretary of State
Corporation Filing Section
P.O. Box 6327
Tallahassee, Fl. 32314

RE: Corporate Filing

Dear Sir or Madame;

Enclosed herein are articles of incorporation and filing fee
of \$ 122.50.

Please return copy to :

3389 Sheridan St.
Suite 476
Hollywood, Fl. 33021

Sincerely,

Mark R. Baer

Mark R. Baer

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BSB

FILED
97 JAN 15 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROUGH RIDER ENTERPRISES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be ROUGH RIDER ENTERPRISES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of GENERAL BUSINESS engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 300 NO PAR VALUE par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a

Articles Of Incorporation Of ROUGH RIDER ENTERPRISES, INC.

period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be ONE. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: MARK R. BAER, 3389 SHERIDAN STREET, SUITE 476, HOLLYWOOD, FL. 33021.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of ROUGH RIDER ENTERPRISES, INC.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 3389 SHERIDAN STREET, SUITE 476, HOLLYWOOD, FL. 33021.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: MARK R. BAER.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: MARK R. BAER, 3389 SHERIDAN STREET, SUITE 476, HOLLYWOOD, FL. 33021.


ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



MARK R. BAER - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of ROUGH RIDER ENTERPRISES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ROUGH RIDER ENTERPRISES, INC.



MARK R. BAER - Registered Agent

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TALLAHASSEE, FLORIDA

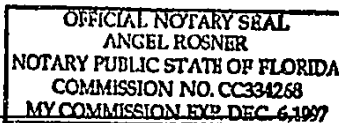
Articles Of Incorporation Of ROUGH RIDER ENTERPRISES, INC.

State Of FLORIDA
County Of BROWARD

On January 7, 1997, MARK R. BAER, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ROUGH RIDER ENTERPRISES, INC.



Notary Public



(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of ROUGH RIDER ENTERPRISES, INC.