

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY BAF _____

WALK-IN Will Pick Up 2/6 1100 2/6

RE: BTE Holding, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S- <u>900002079309-7</u>		
<input type="checkbox"/> Fictitious Name File <u>027106797-01019-028</u>	<u>***122.50</u>	<u>***122.50</u>
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

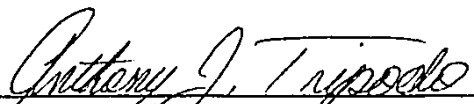
CONSENT TO USE OF NAME

The undersigned being president and secretary of RTE Acquisition Corporation on behalf of the Corporation do hereby consent to the use of the name RTE Holdings, Inc. by Irwin M. Frost as Incorporator, for the formation of a new corporation to be known by the name RTE Holdings, Inc.

Dated: Feb 5, 1997



Roger Koch, President



Anthony J. Tripodo, Secretary

ARTICLES OF INCORPORATION

OF

RTE HOLDINGS, INC.

FILED
97 FEB -6 PM 12: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **RTE HOLDINGS, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$10.00 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered agent and the initial registered office of the corporation is 1101 Brickell Avenue, Suite 1400, Miami, FL 33131 and the initial registered agent of the corporation at that address is IRWIN M. FROST. The mailing address and principal office of the corporation is 4000 N.W. 36th Avenue, Miami, FL 33142.

ARTICLE VI

The corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The name and street address of the member(s) of the first Board of Directors of the Corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Roger Koch	4000 N.W. 36 th Avenue Miami, FL 33142

ARTICLE VIII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

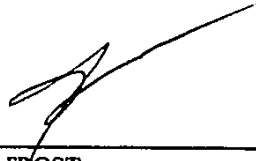
The name and street address of the incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Irwin M. Frost	1101 Brickell Avenue Suite 1400 Miami, FL 33131

ARTICLE XI

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

EXECUTED at Miami, Florida, this 5th day of February, 1997.



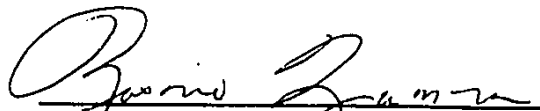
IRWIN M. FROST

STATE OF FLORIDA)

COUNTY OF DADE)

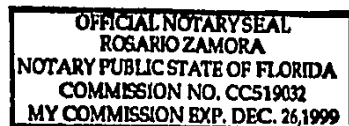
BEFORE ME, the undersigned authority, personally appeared **IRWIN M. FROST**, to me known to be the person who subscribed to the foregoing Articles of Incorporation of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 5th day of February, 1997.



Notary Public, State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

RTE HOLDINGS, INC.

desiring to organize under the laws of the State of Florida, hereby designates IRWIN M. FROST its registered agent and 1101 Brickell Avenue, Suite 1400, Miami, FL 33131 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.



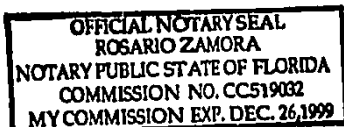
IRWIN M. FROST

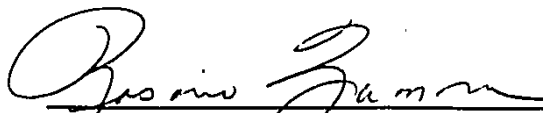
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared IRWIN M. FROST, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 5th day of February, 1997.





Notary Public, State of Florida at Large

My Commission Expires:

1cpc396a.16b