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FILED
97 FEB 10 PM 1:05
TALLAHASSEE, FLORIDA

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February 6, 1997

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

EFFECTIVE DATE

2-6-97

RE: RLM HOLDING CORP.

Gentlemen:

Enclosed in duplicate are Articles of Incorporation for RLM Holding Corp., together with check in the sum of \$122.50. Please return a certified copy of the Articles to the undersigned.

Very truly yours,

Lee Milich

LEE MILICH

LM/lr
encl.

FEB 14 1997

ARTICLES OF INCORPORATION
OF
RLM HOLDING CORP.

ARTICLE I
NAME

The name of this corporation shall be:

RLM HOLDING CORP.

EFFECTIVE DATE
2-6-97

ARTICLE II
DURATION

This corporation shall commence its existence on the date of execution and acknowledgement of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III
PURPOSE

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

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of non par value common stock, which shall be designated as "Common Shares".

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11900 Biscayne Blvd., Suite 809, North Miami,

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FL 33181, and the initial registered agent at that address is LEE MILICH.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name and address of the initial director is: IRIS EDELSTEIN, 2 Van Winkle Road, Monsey, New York 10952.

ARTICLE VII
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is c/o Lee Milich, P.A., 11900 Biscayne Blvd., Suite 809, North Miami, FL 33181.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is LEE MILICH, 11900 Biscayne Blvd., Suite 809, North Miami, FL 33181.

ARTICLE IX
INDEMNIFICATION

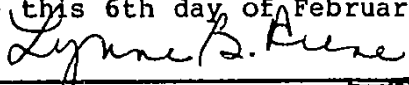
The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by

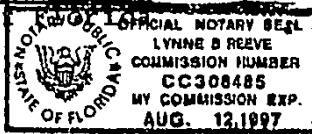
law.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 6th day of February, 1997.


LEE MILICH, INCORPORATOR

Sworn to and subscribed before
me this 6th day of February, 1997.


NOTARY PUBLIC, State of
My commission expires:



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the
above named 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
complete discharge of its duties.

Dated this 6th day of February, 1997.


LEE MILICH, REGISTERED AGENT