

P970000 20834

February 24, 1997

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

SUBJECT: RFS CORP.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 - Filing Fee & Certificate.

FROM: ROBERT HOUSTON

26755 S.W. 202 Avenue

Homestead, FL 33031

305-247-8103

200002102422--7
-03/03/97--01074--018
*****78.75 *****78.75

FILED
97 FEB 28 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmp
3/6/97

ARTICLES OF INCORPORATION
OF
RFS CORP.

FILED
97 FEB 28 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned , acting as incorporator of RFS CORP. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is RFS CORP.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

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

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 26755 S.W. 202 Avenue, Homestead, FL 33031.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have solely because of his holdings of preferred stock a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 26755 S.W. 202 Avenue, Homestead, FL 33031, and the name of the corporation's initial registered agent at that address is Robert Houston.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Houston	26755 S.W. 202 Ave., Homestead, FL 33031
Denise Houston	26755 S.W. 202 Ave., Homestead, FL 33031

ARTICLE IX. INCORPORATION

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert Houston	26755 S.W. 202 Avenue, Homestead, FL 33031

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

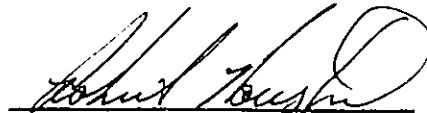
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such manner as may be

provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 24th day of
February, 1997.



ROBERT HOUSTON