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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: RISSELL, INC.

AUDIT NUMBER.....H97000003886

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 7, 1997

CORPORATE CREATIONS

SUBJECT: RISSELL, INC.  
REF: W97000005357

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**ARTICLES OF INCORPORATION**Article I. Name**EFFECTIVE DATE**3-6-97

The name of this Florida corporation is:  
RISSELL, INC.

Article II. Address

The mailing address of the Corporation is:  
RISSELL, INC.  
5855 N.W. 42nd Terrace  
Boca Raton FL 33496

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Jonathan Root, Esq.  
301 Yamato Road, Suite 4199  
Boca Raton FL 33431

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Ellen Schulman

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jonathan Root FL Bar Member 947695  
Graner, Root & Libow P.A.  
301 Yamato Road, Suite 4199  
Boca Raton FL 33431  
561-998-3232 • Fax 561-241-8506

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jonathan Root  
Graner, Root & Libow P.A.  
301 Yamato Road, Suite 4199  
Boca Raton FL 33431

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 6, 1997

The undersigned incorporator executed these Articles of Incorporation on March 6, 1997



JONATHAN ROOT

by K. O'Donnell as attorney-in-fact

Jonathan Root FL Bar Member 947695  
Graner, Root & Libow P.A.  
301 Yamato Road, Suite 4199  
Boca Raton FL 33431  
561-998-3292 • Fax 561-241-8506

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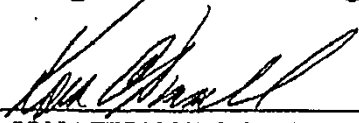
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

CORPORATION:  
RISSELL, INC.

REGISTERED AGENT/OFFICE:

Jonathan Root, Esq.  
301 Yamato Road, Suite 4199  
Boca Raton FL 33431

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JONATHAN ROOT, ESQ.  
by K. O'Donnell as attorney-in-fact

Date: 3/6/97

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