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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: R. LEE SOUTH INC. AUDIT NUMBER.....H97000004029 DOC
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ARTICLES OF INCORPORATION
OF
R. LEE SOUTH INC.

THE UNDERSIGNED, for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges, rights and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

R. LEE SOUTH INC.

ARTICLE II

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$100.00.

ARTICLE V

The initial street address of the principal office of this corporation is to be at:

4001 NORTH OCEAN BLVD.
#1501
BOCA RATON, FLORIDA 33431

ARTICLE VI

The corporation shall have one (1) director. The number of Directors may be increased or diminished from time to time, but never less than one (1) director, pursuant to the By-Laws.

FREDERICK M. HEIMBERG, ESQ.
ONE SOUTH OCEAN BLVD.
SUITE 304
BOCA RATON, FLORIDA 33432
FLORIDA BAR NO. 186828
561-338-7711

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ARTICLE VII

The name and street address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

ARLIE LAZARUS
4001 NORTH OCEAN BLVD., #1501
BOCA RATON, FL 33431

ARTICLE VIII

The name and street address of the incorporator is:

ARLIE LAZARUS
4001 NORTH OCEAN BLVD., #1501
BOCA RATON, FL 33431

ARTICLE IX

The corporation shall have perpetual existence.

ARTICLE X

The street address of the initial registered office of the corporation is:

4001 NORTH OCEAN BLVD., #1501
BOCA RATON, FL 33431

The name of the initial Registered Agent of the corporation at that address is:

ARLIE LAZARUS

ARTICLE XI

Stockholders of this corporation may enter into such stockholders' and trustee agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustee agreement.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

FREDERICK M. HEIMBERG, ESQ.
ONE SOUTH OCEAN BLVD.
SUITE 304
BOCA RATON, FLORIDA 33432
FLORIDA BAR NO. 186828

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EXECUTED THIS 7 DAY OF MARCH, 1997, and acknowledged that the foregoing shall be filed in the Office of Secretary of State of Florida.

Archie Lazarus
ARLIE LAZARUS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 607.0501 and 48.091, Florida Statutes, (Act) the following is submitted in compliance with said Act:

That R. LEE SOUTH INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, has named

ARLIE LAZARUS

located at:

4001 NORTH OCEAN BLVD., #1501
BOCA RATON, FL 33431

as its agent to accept service of process within this State.

ACCEPTANCE

The undersigned hereby accepts the appointment as Registered Agent, pursuant to Section 607.0501, Florida Statutes, and states that he is familiar with, and accepts the obligations of that position.

Archie Lazarus
ARLIE LAZARUS

DATE: MARCH 7, 1997

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TALLAHASSEE, FLORIDA

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