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Ellis Robins
Certified Public Accountant

230-A BUSINESS PARKWAY
ROYAL PALM BEACH, FLORIDA 33411

(407) 791-7838

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****122.50 ****122.50

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

Gentlemen:

Enclosed are articles of incorporation for a new corporation to be named RAE BEN ENTERPRISES, INC.

Also enclosed is a check in the amount of \$122.50 to cover the costs of the various filing fees and certified copy.

I will appreciate your assistance in the prompt filing of this charter.

Sincerely,



Ellis Robins, CPA

APR 2 1997 BSB

April 2, 1997

FILED
97 APR -7 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RAEBEN ENTERPRISES, INC.

FILED
97 APR -7 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

Article One

NAME

The name of the corporation is RAE BEN ENTERPRISES, INC.

Article Two

DURATION

The term of existence of the corporation is perpetual.

Article Three

PURPOSE

The corporation may engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article Four

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is five hundred (500), which shall be common shares with a par value of one dollar (\$1.00). Shares may be issued for cash, assets of determinable value, or for services rendered or to be rendered, the value of which shall be determined by the Board of Directors.

Article Five

PRINCIPAL PLACE OF BUSINESS AND REGISTERED OFFICE

The principal place of business of the corporation will be 11354 52nd Road North, West Palm Beach, FL 33411, and the initial register-

ed office will be at 11354 52nd Road North, West Palm Beach, Florida 33411. The name of the initial Registered Agent is CHARLES B FREEMAN.

Article Six

DIRECTORS

The business of the corporation shall be managed by the Board of Directors, which shall consist of not less than one (1) nor more than five (5) members. The names and addresses of the initial Board of Directors are:

Name: Charles B Freeman

Address: 11354 52nd Road North
West Palm Beach, FL 33411

Article Seven

INCORPORATORS

The names and addresses of the incorporators are:

Name: Charles B Freeman

Address: 11354 52nd Road North
West Palm Beach, FL 33411

IN WITNESS WHEREOF I have subscribed my name this 2nd day of April, 1997

A handwritten signature in dark ink, appearing to be 'C B Freeman', written over a horizontal line.

Charles B Freeman

FILED

97 APR -7 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First - That RAEEN ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the articles of incorporation, at the City of West Palm Beach, County of Palm Beach, State of Florida, has named CHARLES B FREEMAN, located at 11354 52nd Road North, City of West Palm Beach, County of Palm Beach, State of Florida, to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Registered Agent