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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: R & S SALES, INC.

AUDIT NUMBER.....H97000007165

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: R & S SALES INC.
REF: W97000010077

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

The name conflict is "RS SALES, INC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight

FAX Aud. #: W97000007165
Letter Number: 497A00022835

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ARTICLES OF INCORPORATION
OF

R & S SALES ENT., INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: R & S SALES ENT., INC.

The principal place of business of this corporation shall be:
14980 Bel Aire Drive South., Pembroke Pines F1 33027

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TALLAHASSEE, FLORIDA

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is 500 @ \$1.00 authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

JOSE NAE
3849 NW 7TH ST. SUITE 201
MIAMI, FL 33126
Phone (305) 341-3980

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

RANDALL M. HILL, PRESIDENT, SEC & DIRECTOR
SUSAN CHIAFERY, VICE-PRESIDENT & DIRECTOR

14980 Bel Aire Drive South
Pembroke Pines Fl 33027
14980 Bel Aire Drive South
Pembroke Pines Fl 33027

ARTICLE VI INCORPORATOR(S)

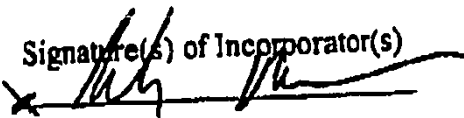
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

RANDALL M. HILL

14980 Bel Aire Drive South
Pembroke Pines Fl 33027

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 29 day of April, 19 97

Signature(s) of Incorporator(s)



CERTIFICATE DESIGNATING

JOSE NAB
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
Phone (305) 541-2980

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REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

b 1. The name of the corporation is: R & S SALES ENT., INC.

2. The name and address of the registered agent and office is:

RANDALL M. HILL

14980 Bel Aire Drive South
(P.O. BOX NOT ACCEPTABLE)

Pembroke Pines FL 33027
(CITY/STATE/ZIP)

SIGNATURE

(Corporate Officer)

TITLE President

DATE April 29, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

(Registered Agent)

DATE April 29, 1997

JOSE NAB
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
Phone (305) 541-3980

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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