

**R.S.B. Real Estate,
LC.**

2318 B Hollywood Boulevard
Hollywood, FL 33020

Phone: 954-929-6552
Fax: 954-929-6441

Wednesday, April 16, 1997

2:00PM 04/23/97
*****78.75 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Gentlemen:

This letter shall serve a two fold purpose. First to advise you that R.S.B. Real Estate, LC was dissolved on 12/31/96. (Document #L96000000647). Secondly, to transmit documents to incorporate as R.S.B. Real Estate, Inc.

Your office has advised us that as it is our intention to convert from and L.C. to a corporation, this is the appropriate manner in which to accomplish our intent. It is our understanding that by handling our intent in this manner we would be able to retain our name.

Should there be and problems with this request, please advise us immediately.

Sincerely,



Roberto Bollt

RB:mb
enc.

FILED
97 MAY -6 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 24 1997
[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1997

R.S.B. REAL ESTATE, LC
2318-B HOLLYWOOD BOULEVARD
HOLLYWOOD, FL 33020

SUBJECT: R.S.B. REAL ESTATE, INC.
Ref. Number: W97000009538

We have received your document for R.S.B. REAL ESTATE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 197A00021214

ARTICLES OF INCORPORATION
Of
R.S.B. REAL ESTATE, INC.

97 MAY -6 PM 12:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is R.S.B. REAL ESTATE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal address of this corporation is 2318 B Hollywood Boulevard, Hollywood, FL 33020 and the name of the initial registered agent of this corporation at that address is Roberto Bollt.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The names and address of the initial Board of Directors of this corporation are:

Name
Roberto Bollt

Address
2318 B Hollywood Boulevard, Hollywood, FL 33020

The name and address of each person signing these Articles is:

Name

Roberto Bollt

Address

2318 B Hollywood Boulevard, Hollywood, FL 33020

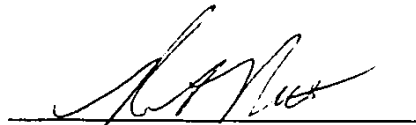
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of January, 1997.

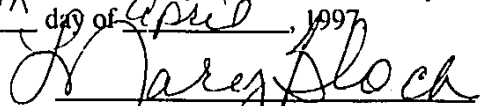


Subscriber Roberto Bollt

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERTO BOLLT known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 16th day of April, 1997.



Notary Public, State of Florida at Large

My commission Expires:



Mary Block
MY COMMISSION # CC634884 EXPIRES
April 1, 2001
BONDED THRU TROY FAIR INSURANCE, INC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. The name of the corporation is: R.S.B. REAL ESTATE, LC.

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

ROBERTO BOLLT

(NAME)

2318 B HOLLYWOOD BOULEVARD

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

HOLLYWOOD, FL 33020

(CITY/STATE/ZIP)

FILED
97 MAY -6 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

4/17/97
(DATE)