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P97 0000 43458
May 12, 1997

Please reply to Boca Raton office

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
97 MAY 13 AM 9:45
TALLAHASSEE, FLORIDA

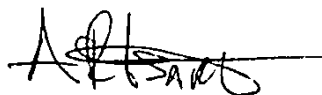
Re: R & D Development & Leasing, Inc. - Articles of Incorporation

Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the articles of incorporation and a check for \$131.25 for the filing fee, certified copy of the articles, and a certificate of status for the above referenced corporation.

Should you have any questions, please feel free to contact me. Thank you for your anticipated cooperation.

Very truly yours,
Rotbart & Deutsch, P.A.



By: Alex B. Rotbart 300002177219--0

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ABR/pl

encl.

MAY 16 1997

ARTICLES OF INCORPORATION
OF
R & D DEVELOPMENT & LEASING, INC.

ARTICLE I - NAME

The name of the corporation is: **R & D DEVELOPMENT & LEASING, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at One (\$1.00) Dollar per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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97 MAY 13 PM 9:45
TALLAHASSEE, FLORIDA

**ARTICLE VI - INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The Initial Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be Alexander B. Rotbart, Esq., Rotbart & Deutsch, P.A., 105 East Palmetto Park Road, Boca Raton, Florida 33432. The Board of Directors may, from time to time, move the Initial Registered Office to any other address in Florida.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The Initial Principal Office and mailing address of this corporation shall be 5434 Grand Park Place, Boca Raton, FL 33486. The Board of Directors may, from time to time, move the Initial Principal Office to any other address in Florida

ARTICLE VIII - DIRECTORS

This corporation shall have one (1) Director(s) initially. The number of directors may be increased or diminished from time to time through the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

| | |
|-------------------------------|--|
| Director | Alex B. Rotbart 5434 Grand Park Place Boca Raton, FL 33486 |
| President/Secretary/Treasurer | Alex B. Rotbart 5434 Grand Park Place Boca Raton, FL 33486 |

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Alex B. Rotbart, Esq.
105 East Palmetto Park Road
Boca Raton, Florida 33432

ARTICLE XI - AMENDMENT

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 at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed the foregoing Articles of Incorporation on this 12 day of May, 1997.



Alex B. Rotbart, Esq.

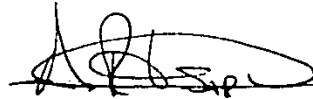
CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

THAT R & D DEVELOPMENT & LEASING, 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 Boca Raton, County of Palm Beach, State of Florida, has named Alex B. Rotbart, Esq., located at 105 East Palmetto Park Road, Boca Raton, Florida 33432, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Alex B. Rotbart, Esq.
Registered Agent

TALLAHASSEE, FLORIDA

97 MAY 13 AM 9:45

FILED