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97 JUN -3 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 30, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: RIC ROGERS ENTERPRISES, INC.

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900002200419--7  
-06/03/97--01108-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed herewith, please find my check in the amount of \$70.00 representing the filing fee and the Registered Agent Fee for the above-referenced corporation.

I have also enclosed herewith an original and one copy of the Articles of Incorporation. Please conform my copy and return it to my office in the stamped, self-addressed envelope.

Thank you for your cooperation.

Very truly yours,



RICHARD A. ROGERS  
RAR/pmr  
Enclosures

F. CHAMBERLAIN JUN 5 1997

ARTICLES OF INCORPORATION

OF

RIC ROGERS ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is: RIC ROGERS ENTERPRISES, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of this corporation shall be:  
5340 S.W. 6th Street  
Plantation, Florida 33317

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The street address of the initial Registered Office of this Corporation in the State of Florida shall be: 8181 West Broward Blvd., Suite 300, Plantation, Florida 33324, and the initial Registered Agent of this Corporation is, Norman Marcus, Esquire who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

Richard A. Rogers, 5340 S.W. 6th Street, Plantation, Florida 33317.

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Richard A. Rogers, 5340 S.W. 6th Street, Plantation, Florida 33317.

ARTICLE X. 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, 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.

ARTICLE XI. INDEMNIFICATION.

This Corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

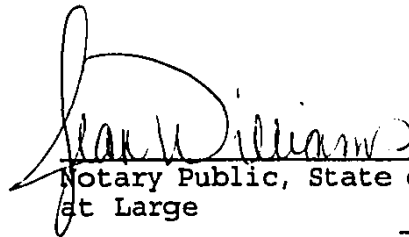
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 30 day of April, 1997.

  
RICHARD A. ROGERS

STATE OF FLORIDA    )  
                              )S  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public, personally appeared RICHARD A. ROGERS, who is known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 30 day of April, 1997, said signator having produced F.L.D.L. as proper identification.



  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

My commission expires:

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article V. of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

DATED this 30 day of April, 1997.

  
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NORMAN MARCUS