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GREGG H. GLICKSTEIN, P.A.

54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432

GREGG H. GLICKSTEIN
ATTORNEY AT LAW

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June 3, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

500002202465--2
-06/05/97--01023--005
****122.50 ****122.50

RE: RMP Enterprises, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for RMP Enterprises, Inc. for filing. Also enclosed is a check in the sum of \$122.50, in payment of the following costs:

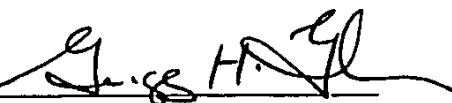
Filing Fee:	\$ 35.00
Certified Copy:	52.50
Certificate of Registered Agent:	35.00
	<u>\$122.50</u>

FILED
JUN -5 AM 9:00
STATE
TALLAHASSEE, FLORIDA

Kindly file the Articles of Incorporation and return a conformed copy to the undersigned.

Very truly yours,

GREGG H. GLICKSTEIN, P.A.

By: 
Gregg H. Glickstein, Esquire

GHG:fb

JUN 6 BSB

ARTICLES OF INCORPORATION

OF

RMP ENTERPRISES, INC.

ARTICLE I
NAME

The name of this corporation is RMP ENTERPRISES, INC.

ARTICLE II
PURPOSE

This corporation is organized for the following purposes:

1. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) 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 stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

FILED
97 JUN -5 AM 9:00
TALLAHASSEE FLORIDA

ARTICLE V
INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2621 S. University Drive, Davie, Florida 33328. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Rodney M. Potolicchio
2621 S. University Drive
Davie, Florida 33328

ARTICLE VII
RESTRICTIONS ON TRANSFER OF STOCK

No common stock shall be sold or otherwise transferred by any stockholder to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

The price and terms of which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
INCORPORATOR

The name and addresse of the person signing these Articles is:

Rodney M. Potolicchio
2621 S. University Drive
Davie, Florida 33328

IN WITNESS WHERETO, the undersigned subscriber has executed these Articles of Incorporation this 3 day of June, 1997.


RODNEY M. POTOLICCHIO

STATE OF FLORIDA

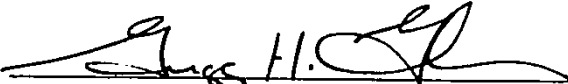
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3 day of June, 1997, by RODNEY M. POTOLICCHIO, who are personally known to me or who has produced _____ as identification and who did take an oath.

(Notarial Seal)



My Commission Expires:


Notary Public, State of Florida
Print Name: Gregg H. Glickstein
Serial No.: _____

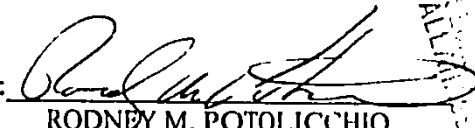
CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance therewith:

First--That RMP ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the city of Davie, County of Broward, State of Florida has named RODNEY M. POTOLICCHIO, located at 26215 University Drive, Davie, FL 33328, as its agent to accept service of process within this State at that address.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY: 
RODNEY M. POTOLICCHIO
(Registered Agent)

FILED
97 JUN -5 AM 9:00
TALLAHASSEE, FLORIDA