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JOEL M. GAULKIN, P.A.

ATTORNEY AT LAW

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July 14, 1997

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: RETAIL ASSOCIATES INTERNATIONAL, INC.

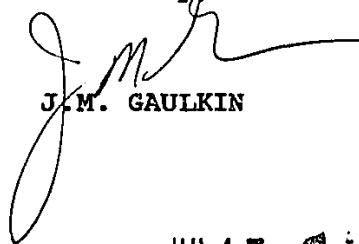
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Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of Retail Associates International, Inc., and a \$70.00 check. Please return the time stamped copy to the undersigned at the address stated above.

If you have any questions whatsoever please do not hesitate to contact me at your earliest convenience.

Sincerely,



J.M. GAULKIN

JMG/rc

enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RETAIL ASSOCIATES INTERNATIONAL, INC.

FILED

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SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation shall be:

RETAIL ASSOCIATES INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 199 S.W. 12th Avenue, No. 7, Miami, Florida 33130 and the mailing address shall be the same.

ARTICLE II-NATURE OF BUSINESS

The purpose of this corporation is to engage or transact in any or all lawful activities or 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value.

ARTICLE IV-ADDRESS

The street address of the initial registered office of the corporation shall be 4627 Ponce de Leon Boulevard, Second Floor, Coral Gables, Florida 33146 and the name of the initial registered agent of the corporation at that address shall be JOEL M. GAULKIN, ESQUIRE.

ARTICLE V-TERM OF EXISTENCE

This corporations is to exist perpetually.

ARTICLE VI-OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, until his successor is elected or appointed is:

Peter Dakis	199 S.W. 12th Avenue, No. 7
President	Miami, Florida 33130

Kevin Berrian	199 S.W. 12th Avenue, No. 7
Vice President	Miami, Florida 33130

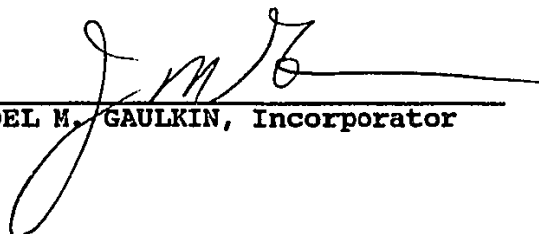
ARTICLE VII-INCORPORATOR

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

Joel M. Gaulkin, Esquire	4627 Poince de Leon Blvd.
	Second Floor
	Coral Gables, Florida 33146

Signed on 7-15-97.

By:


JOEL M. GAULKIN, Incorporator

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
RETAIL ASSOCIATES INTERNATIONAL, INC.

Joel M. Gaulkin, as a sole incorporator, for value received
hereby assigns any and all rights he may have as such incorporator
to the following:

PETER DAKIS

KEVIN BERRIAN

By: 

JOEL M. GAULKIN, Incorporator

Having been named as registered agent and to accept service of process for RETAIL ASSOCIATES INTERNATIONAL, INC., at the place designated in these Articles of Incorporation, 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 hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Joel M. Gaulkin

By: 

Joel M. Gaulkin

Date: July 15, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA