

JUL-28-97 11:47 am: Akerman, Senterfitt & Eidson, P.A.

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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
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NAME: FPH/RHI MERGER CORP., INC.
AUDIT NUMBER.....H97000012302
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**ARTICLES OF INCORPORATION
OF
FPH/RHI MERGER CORP., INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

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**ARTICLE I
NAME**

The name of the corporation is FPH/RHI MERGER CORP., INC., (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 450 East Las Olas Boulevard, Suite 1200, Fort Lauderdale, Florida 33301.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, par value \$1.00 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services Inc.

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator of the Corporation is Jahan S. Islami, One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

Prepared by:
Jahan S. Islami, Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 0101370

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of FPH/RHI MERGER CORP., INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28th day of July, 1997.

American Information Services, Inc.

By Maggie C. Vinujeras
Maggie C. Vinujeras, Vice President

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ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of July, 1997.



Zahan S. Islami, Incorporator

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