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LAW OFFICES OF
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WORKERS' COMPENSATION ATTORNEYS

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KATHLEEN A. BERTRAND

August 4, 1997

State Of Florida
Division Of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

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***122.50 ***122.50

Re: Rmart Enterprises, Inc.

Dear Sirs: Enclosed please find papers for the filing of a new corporation, Rmart Enterprises. Also enclosed is a check for \$122.50.
Please send the certified copy of the corporation to:

Robert Tacher
601 NW 156 Ave.
Pembroke Pines, Fla. 33028

If you have any questions please call me at the number listed above.

Very truly yours,



Robert Tacher

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
RMART ENTERPRISES, INC.

ARTICLE I

Name of Corporation

The name of the corporation is RMART ENTERPRISES, INC.,

ARTICLE II

Corporate Existence

This corporation shall have a perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV

Registered Office

The initial street address of the registered office of the corporation is 601 Northwest 156th Avenue, Pembroke Pines, Florida 33028.

The Board of Directors may from time to time move the registered office to any other address in Florida.

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ARTICLE V

Registered Agent

The initial registered agent for the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be **ROBERT TACHER**, 601 Northwest 156th Avenue, Pembroke Pines, Florida 33028.

ARTICLE VI

Directors

The corporation shall have 1 initial director(s). The names and addresses of the initial director(s) are:

Robert Tacher
601 Northwest 156th Avenue
Pembroke Pines, Florida 33028

ARTICLE VII

Capital Stock

The maximum number of share of stock in this corporation which it is authorized to have outstanding at any one time is One Hundred (100) shares of common stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

ARTICLE VIII

Incorporator

The name and address of the incorporator(s) are as follows:

Robert Tacher
601 Northwest 156th Avenue
Pembroke Pines, Florida 33028

ARTICLE IX

Director's Liability and Rights

No contract, act, or transaction of this corporation with any persons, firms, or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contracting with this corporation for the benefit of himself of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE X

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

ARTICLE XI

By-Laws

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in and is hereby reserved to the stockholders. By-Laws shall be adopted, amended, altered, or repealed as provided therein.

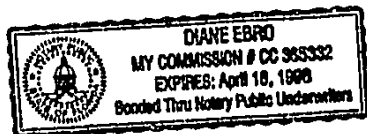
IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation on this 4th day of August, 1997.

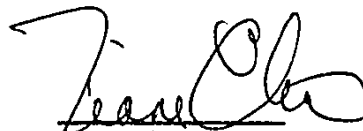

ROBERT TACHER

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared ROBERT TACHER I.D. Fla Drivers License #T266-724-60-086-D known personally to me who executed the foregoing instrument, and acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 4th day of August, 1997.




Notary Public
State of Florida at Large

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First - That RMART ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Pembroke Pines, County of Broward, State of Florida, has named ROBERT TACHER, located at 601 Northwest 156th Avenue, Pembroke Pines, Florida 33028, as its agent to accept service of process within this State.

Acknowledgment;

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



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