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*MEMBER OF AMERICAN ACADEMY OF
NATIONAL LAWYERS AND FLORIDA
CERTIFIED ARBITRATOR

July 10, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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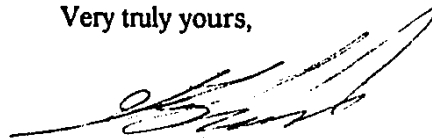
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Re: R.F.R. III, Inc.

Dear Sirs:

Please find enclosed the original and one copy of Articles of Incorporation for R.F.R. III, Inc. as well as my check #7206 in the sum of \$122.50. Please file the Articles and return a stamped copy of the same to me in the enclosed self-addressed stamped envelope.

Very truly yours,



GARY S. MAISEL
For The Firm

GSM/jm

Enclosures

PATTERSON & MALONEY

D. BROWN AUG - 8, 1997

ARTICLES OF INCORPORATION

OF

R.F.R. III, INC.

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation (hereinafter referred to as "Corporation") shall be: R.F.R. III, INC.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida including entering into contracts of copartnership or general partnership and acting as surety for the accommodation of third parties.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

1000 shares of Common Stock - Par Value \$1.00

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment

thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefore shall have been paid. All of such shares are to consist of one class only.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall not be less than \$100.00.

ARTICLE V

This Corporation shall commence its existence upon entry of State of Florida Certificate of Filing for these Articles of Incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

The initial address of this Corporation shall be 3635 Hollywood Boulevard, Hollywood, Florida 33021, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VII

This Corporation shall have at least one Director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote hereafter, determine that the Corporation be managed by the stockholders. The initial number of Directors shall be one.

ARTICLE VIII

The name and address of the first Director of the Corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

KEITH FLEISCHER

ARTICLE IX

The name and business address of the Subscriber, and the number of shares of stock he agrees to take is:

**Gary S. Maisel
600 South Andrews Avenue, #600
Fort Lauderdale, Florida 33301**

1000 shares of stock

ARTICLE X

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interest in, or are directors or officers of such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XI

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the Corporation.

ARTICLE XII

This Corporation may indemnify and insure its officers and Directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII

This Corporation shall adopt By-Laws by a majority vote of the shares as voted by the shareholders.

Members of the Board of Directors or the executive committee, if any, shall be deemed present at a meeting so such board or committee if a conference, telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

The Corporation may confer powers, limitations of the powers, and regulate the powers of the Corporation, the Directors, and the stockholders of all classes, including, but not limited to, provisions for cumulative voting for directors, a list of officers, and provisions governing the issuance of stock certificates to replace lost or destroyed certificates. The foregoing powers and limitations may be incorporated in the Corporations' By-Laws, or placed in the corporate minutes after authorization by a majority vote of the shares.

The Corporation, as designated from time to time by the Board of Directors, or its shareholders acting in place of a Board of Directors if there be no Board of Directors, shall have the power to hold its respective Directors' meetings and/or shareholders' meetings outside the State of Florida, and to keep its books (subject to statutory provisions) outside the State of Florida.

ARTICLE XIV

The initial registered office of the Corporation shall be 3635 Hollywood Boulevard, Hollywood, Florida 33021, and the initial Registered Agent of the Corporation, whose business office is at such address is Keith Fleischer.

IN WITNESS WHEREOF, I, the undersigned, being the original Subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 14th day of July, 1997.


GARY S. MAISEL

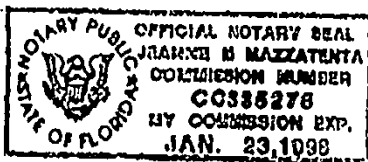
STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared GARY S. MAISEL, to me known to be the person described in and the person who executed the foregoing Articles of

Incorporation, and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 14th day of July, 1997.

My Commission Expires.



NOTARY PUBLIC

SIGN Jeanne M. Mazzatenta
PRINT Jeanne M. Mazzatenta
State of Florida at Large

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties

Signature: [Signature]

Date: 7/25/97

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