

P 97000083590



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 544687 8739A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : September 26, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 544687-005

CUSTOMER NO: 8739A

300002304803--3

CUSTOMER: Jonathan Shepard, Esq
SIEGEL LIPMAN DUNAY & SHEPARD,
LLP
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: RHINO HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS:

FILED
97 SEP 26 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 25 PM 12:27
OFFICE OF CORPORATION

SN SEP 20 1997

**ARTICLES OF INCORPORATION
OF
RHINO HOLDINGS, INC.**

FILED
97 SEP 26 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME**

The name of this Corporation is Rhino Holdings, Inc.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 9045 La Fontana Blvd., Suite B-20, Boca Raton, Florida 33434.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 9045 La Fontana Blvd., Suite B-20, Boca Raton, Florida 33434.

**ARTICLE 4
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand Two Hundred (1200) shares of Common Stock, having a par value of one cent (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

**ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 9045 La Fontana Blvd., Suite B-20, Boca Raton, Florida 33434, and the name of the initial registered agent of this Corporation at that address is Joseph Bilotti.

ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Joseph Bilotti, 9045 La Fontana Blvd., Suite B-20, Boca Raton, Florida 33434.

ARTICLE 8
AMENDMENT

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

The undersigned Incorporator has executed these Articles of Incorporation this 25th day of September, 1997.



Joseph Bilotti, Incorporator

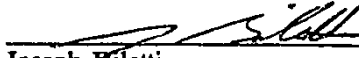
**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
RHINO HOLDINGS, INC.**

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Rhino Holdings, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Joseph Bilotti, located at 9045 La Fontana Blvd., Suite B-20, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

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 and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



Joseph Bilotti

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TALLAHASSEE, FLORIDA