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LAW OFFICES OF
Ehrlich & Freedman, P.A.

3300 University Drive, Suite 501

Coral Springs, Florida 33065

Tel: (954) 755-0009 • Fax: (954) 755-0067

97 OCT -7 PM 1:09

NEW YORK OFFICE

RICHARD EUGENE EHRLICH
Member, FL, NY, NJ & DC Bars

FORREST SCOTT FREEDMAN
Member, FL, NY, MA & DC Bars

of Counsel
FRED EHRLICH
Member NY Bar

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
601 East 42nd Street, 46th Floor

New York, New York 10165

TEL: (212) 370-5244

FAX: (212) 370-9145

EFFECTIVE DATE

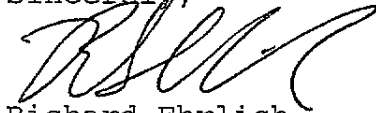
10-6-97

To whom it may concern,

Enclosed please find Articles of Incorporation and filing fee of \$70.00. Please file and return in enclosed self-addressed stamped envelope. Please make effective date 10-06-97.

If you have any questions or the name is unavailable please contact me.

Sincerely,



Richard Ehrlich

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*****70.00 *****70.00

Richard Ehrlich GAVE
AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

Article I & II
give original received date
per Richard Ehrlich

WFF 23084

OCT - 9 1997

P. Hall
OCT 29 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 9, 1997

RICHARD EHRLICH, ESQ.
3300 UNIVERSITY DRIVE, SUITE 501
CORAL SPRINGS, FL 33065

SUBJECT: RC STUDIOS, INC.
Ref. Number: W97000023084

We have received your document for RC STUDIOS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please state the effective date in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 197A00049574

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Coral Springs, Florida 33065
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RICHARD EUGENE EHRLICH
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FORREST SCOTT FREEDMAN
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of Counsel
FRED EHRLICH
Member NY Bar **October 27, 1997**

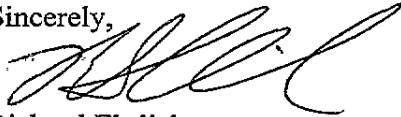
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: RC STUDIOS, INC.
Ref. #w97000023084

Dear Pamela,

Enclosed please find revised articles as per your request.

Sincerely,



Richard Ehrlich

NEW YORK OFFICE

LINCOLN BUILDING

60 East 42nd Street, 46th Floor

New York, New York 10165

TEL: (212) 370-5244

FAX: (212) 370-9145

ARTICLES OF INCORPORATION OF
RC STUDIOS, INC.

FILED

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE
NAME

EFFECTIVE DATE

10-6-97

The name of the corporation is RC STUDIOS, INC. The principal address is 3201 NE 14th ST. Causeway, Apt. 310, Pompano Beach, FL 33062.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual. This corporation shall commence on October 6, 1997.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of consulting. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar per share.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3300 University Drive Coral Springs, FL 33071 and the name of its initial registered agent at such address, is Ehrlich & Freedman, P.A.

ARTICLE SIX
OFFICERS
PRESIDENT RAYMOND W. CLEMENT

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each

person who is to serve as a member of the initial board of directors is:

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Name

Address
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAYMOND W. CLEMENT

3201 NE 14th St. Causeway Apt. 310
Pompano Beach, FL 33062

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

Name

Address

RICHARD EHRLICH

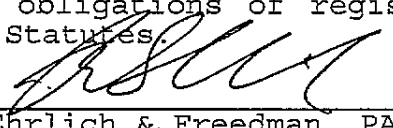
3300 University Drive
Coral Springs, Fl 33071

Executed by the undersigned at 3300 University Drive, Suite 501, Coral Springs, FL on September 12, 1997.


RICHARD EHRLICH

Acceptance of Registered Agent Designated
In Articles of Incorporation

Ehrlich & Freedman, PA., having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the the obligations of registered agent under Section 607.0505, Florida Statutes.


Ehrlich & Freedman, PA.
By, Richard Ehrlich
Richard Ehrlich
Dated 09/12/97