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PALM BEACH COUNTY OFFICE
980 NORTH FEDERAL HIGHWAY, # 206
BOCA RATON, FLORIDA 33432
(561) 393-5656
FAX (561) 479-3840
REPLY TO: MIAMI

P97000095391

November 5, 1997

Secretary of State
Corporate Records Division
P O Box 6327
Tallahassee, Florida 32314

200002340112--6
-11/05/97--01057--012
****122.50 ****122.50

Sir/Madam:

Please file the enclosed Articles of Incorporation for **ROD PRODUCTS COMPANY, INC.**, and return a stamped copy in the enclosed, stamped envelope.

I have enclosed a check in the sum of \$122.50 for filing fee, registered agent fee, and a certified copy.

Thank you for your assistance in this matter.

Sincerely,

SHERMAN AND FISCHMAN, P.A.

BY;

CRAIG B. SHERMAN

CBS.d
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -6 AM 8:22

RP
11-7-97

ARTICLES OF INCORPORATION

OF

ROD PRODUCTS COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV -6 AM 8:22

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ROD PRODUCTS COMPANY, INC.

The address of the principal office of this corporation shall be 401 N.E. Mizner Boulevard, Penthouse 820, Boca Raton, Florida 33432, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 401 N.E. Mizner Boulevard, Penthouse 820, Boca Raton, Florida 33432, and

the name of the initial registered agent of the corporation at that address is Robert L. Rod.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Dr. Robert L. Rod
401 N.E. Mizner Boulevard
Penthouse 820
Boca Raton, Florida 33432

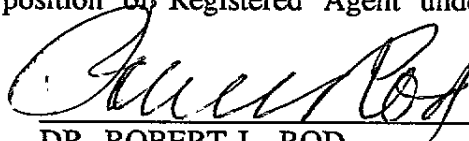
IN WITNESS WHEREOF, the undersigned has hereunto set his hand on
October 13, 1997.



DR. ROBERT L. ROD
INCORPORATOR AND AGENT

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Dr. Robert L. Rod, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



DR. ROBERT L. ROD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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