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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: NEIL SCHAFFEL, P.A.

ACCT#: 072416000613

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NAME: RDBG, INC.

AUDIT NUMBER.....H97000018852

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RDBG, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is RDBG, INC.

ARTICLE II

Term of Corporate Existence

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

Purpose

The purposes for which the Corporation is organized are:

- (a) The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is 40,000,000 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of One Tenth of One Cent (\$0.001) per share.

This instrument prepared by:

Neil Schaffel, Esq.
3300 University Dr., Suite 525
Coral Springs, Florida 33065
(954) 340-3311
Florida Bar No. 116095

FILED
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SICCA, JEFFREY D.
TALLAHASSEE, FLORIDA

ARTICLE V

Initial Principal Address

The address of the principal office is 15500 New Barn Road, Suite 105, Miami Lakes, Florida 33014.

ARTICLE VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is 3300 University Drive, Suite 525, Coral Springs, Florida 33065 and the name of the initial registered agent at such address is NEIL SCHAFFEL.

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



Neil Schaffel

ARTICLE VII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of five (5) Directors.

ARTICLE VIII

Initial Board of Directors

The name and address of the person who shall serve as Director until the First Annual Meeting of Shareholders, and thereafter, or until his successors have been elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
David Slachter	15500 New Barn Road, Suite 105 Miami Lakes, Florida 33014
Richard Grant	15500 New Barn Rod, Suite 105 Miami Lakes, Florida 33014
Ben Bush	1601 N. Palm Avenue Pembroke Pines, Florida 33026
Gary Crain	1601 N. Palm Avenue Pembroke Pines, Florida 33186
Stuart Sutta	12515 North Kendall Drive Miami, Florida

ARTICLE IX

Initial Incorporator

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Address</u>
Neil Schaffel	3300 University Drive, Suite 525 Coral Springs, Florida 33065

ARTICLE X

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation, which may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

ARTICLE XI

Indemnification of Directors and Officers

1. The Corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right

of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person or an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or by reason of his being or having been a director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application, that, despite the adjudication of liability but in view of all

circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal deem proper.

2. Any indemnification under Section (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amount for which director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (a) by the Board of Directors by a majority vote of quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum consisting of stockholders who were not parties to such action, suit or proceedings.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under application law.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Coral Springs, Broward County, Florida, on this 12th day of November, 1997.


Incorporator: Neil Schaffel