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ACCOUNT NO. : 072100000032

REFERENCE : 616337 4311560

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 1, 1997

ORDER TIME : 9:36 AM

ORDER NO. : 616337-005

CUSTOMER NO: 4311560

CUSTOMER: Ms. Cindy Hartman
SCOTT ROYCE HARRIS BRYAN BARRA
& JORGENSEN, P.A.
Suite 800
4400 Pga Boulevard
Palm Beach Gard, FL 33410

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-12/01/97--01022--020
****122.50 ****122.50

DOMESTIC FILING

NAME: RTG CORP.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
97 DEC -1 AM10:53
DIVISION OF CORPORATION.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 PM12:23

12/1/97

ARTICLES OF INCORPORATION

OF

RTG CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 PM 12:23

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be RTG CORP.

ARTICLE II

The principal office and mailing address of the Corporation is 712 U.S. Highway One, Third Floor, North Palm Beach, FL 33408.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this Corporation is 712 U.S. Highway One, Third Floor, North Palm Beach, FL 33408; and the initial Registered Agent of this Corporation at that address is GREGORY MULHERIN.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is three (3), whose names and addresses are as follows:

THOMAS BALLETTA
712 U.S. Highway One, Third Floor
North Palm Beach, FL 33408

RANDALL S. SIMOES
712 U.S. Highway One, Third Floor
North Palm Beach, FL 33408

GREGORY MULHERIN
712 U.S. Highway One, Third Floor
North Palm Beach, FL 33408

ARTICLE VIII

The name and address of the Incorporator is as follows:

GREGORY MULHERIN
712 U.S. Highway One, Third Floor
North Palm Beach, FL 33408

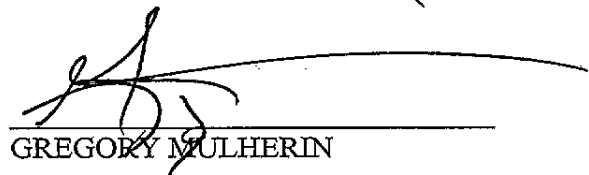
ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of RTG CORP. for the uses and purposes aforesaid this 26th day of November, 1997.


GREGORY MULHERIN

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of November, 1997
by GREGORY MULHERIN.

NOTARY PUBLIC

Cindy T. Hartman

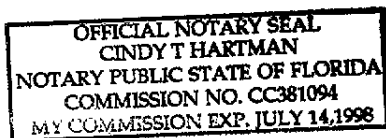
(SEAL)

Cindy T. Hartman

(Print Name)

My commission expires: July 14, 1998

Commission No. CC381094



Personally Known _____ OR Produced Identification ✓
Type of identification Produced Drivers License

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 PM 12:23

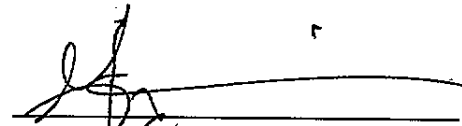
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that RTG CORP. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 712 U.S. Highway One, Third Floor, North Palm Beach, FL 33408, County of Palm Beach, State of Florida, has named GREGORY MULHERIN located at 712 U.S. Highway One, Third Floor, North Palm Beach, FL 33408, as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 26th day of November, 1997.



GREGORY MULHERIN,
Registered Agent

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