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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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December 17, 1997

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Rhinoceros Enterprises, Inc.

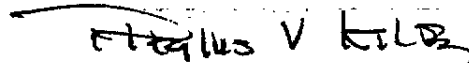
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named corporation with Acceptance of Registered Agent and a \$122.50 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our office at the address indicated below.

Very truly yours,



PHYLLIS V. KILEY  
21550 Campo Allegro Drive  
Boca Raton, FL 33433

Enclosures

D. BROWN DEC 23 1997

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ARTICLES OF INCORPORATION  
OF  
RHINOCEROS ENTERPRISES, INC.

The undersigned, subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of the corporation is: RHINOCEROS ENTERPRISES, INC.

ARTICLE II

Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III

Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV

##### Capital Stock

The corporation is authorized to issue Five Hundred (500) shares of no par value Common Stock, which shall be designated "Common Shares".

#### ARTICLE V

##### Initial Registered Office and Agent

The principal office, if known, or the mailing address of the corporation is:

c/o Phyllis V. Kiley  
21550 Campo Allegro Drive  
Boca Raton, Florida 33433

The name and street address of the Initial Registered Agent of this Corporation is:

Phyllis V. Kiley  
21550 Campo Allegro Drive  
Boca Raton, Florida 33433

#### ARTICLE VI

##### Incorporators

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Phyllis V. Kiley  
21550 Campo Allegro Drive  
Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation this 17th day of December, 1997.

Phyllis V Kiley

PHYLLIS V. KILEY

CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT

Certificate of Registered Agent  
of  
RHINOCEROS ENTERPRISES, INC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 21550 Campo Allegro Drive, Boca Raton, Florida 33433, has named Phyllis V. Kiley, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to

comply with the provisions of the Florida Law in keeping open said office.

Phyllis V. Kiley  
PHYLLIS V. KILEY  
Registered Agent

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