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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: R. BAINGER, INC.

AUDIT NUMBER.....H97000021326

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

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: R. BASINGER, INC.
REF: W97000028893

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Barbara Brock
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ARTICLES OF INCORPORATION
OF
R. BASINGER, INC.

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: R. BASINGER, INC.

ARTICLE II

CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE III

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
William J. Brown
Suite 1114, Sun Bank Building
777 Brickell Avenue
Miami, FL 33131

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ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The Registered Agent of this corporation is Robert C. Jensen and the initial registered office, which is the same office as that of the Registered Agent, is 5979 NW 151 Street, Suite 208, Miami Lakes, Florida 33014. The management may, from time to time, move the registered office to any other address in Florida.

ARTICLE VI

INITIAL PRINCIPAL OFFICE MAILING ADDRESS

The initial principal office mailing address of this corporation is 865 Garnet Circle, Ft. Lauderdale, FL 33326. The management may, from time to time, move the principal office and/or mailing to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have a minimum of one director and a maximum of three directors, and the name and address of the initial Board of Directors, consisting of one member, is:

Richard Basinger
865 Garnet Circle
Ft. Lauderdale, FL 33326

ARTICLE VIII

OFFICERS

The names and post office addresses of the officers of this corporation are:

Richard Basinger- President
865 Garnet Circle
Ft. Lauderdale, FL 33326

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ARTICLE IX

INCORPORATION

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

Richard Basinger
865 Garnet Circle
Ft. Lauderdale, FL 33326

ARTICLE X

ELECTION BY A SMALL BUSINESS CORPORATION

This corporation reserves the right to elect to qualify as a "Small Business Corporation" under Sub Chapter S of the Internal Revenue Code for income tax purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of June, 1997

Richard Basinger
Incorporator

STATE OF FLORIDA)

SS

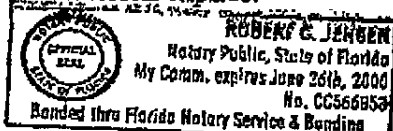
COUNTY OF DADE)

I HEREBY CERTIFY that on this 21 day of June, 1997 before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared Richard Basinger, to me well known to be the person described as Incorporator, in and who executed the foregoing Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at Miami Lakes, Dade County, Florida, the year and day aforesaid.

Robert E. Jensen
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



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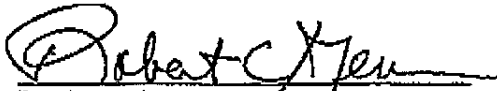
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That R. BASINGER, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 5979 NW 151 Street, Suite 208, Miami Lakes, Florida 33014 as its agent to accept service of process within Florida.


Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Registered Agent

DATED: 6/21/97

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