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MAYNARD ABRAMS  
1916-1992

PAUL B. ANTON  
1927-1981

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ALAN B. COHN X  
MAURICE M. GARCIA  
GENE K. GLASSER X  
WILLIAM S. KRAMER X  
SCOTT A. ORTH  
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PLEASE REPLY TO:

Boca Raton  
FILE NO.:

\* BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER  
◇ BOARD CERTIFIED REAL ESTATE LAWYER  
X MEMBER OF D.C. BAR  
X MEMBER OF N.Y. BAR  
! MEMBER OF OHIO BAR

January 16, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

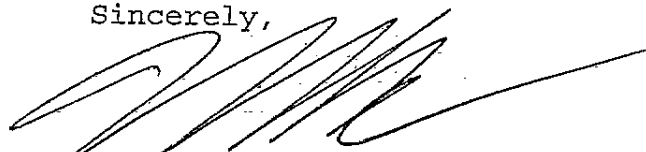
100002404731--7  
-01/20/98--01063--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
Rodall Corporation

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 representing the filing fees. Please forward evidence of filing to the undersigned at your earliest convenience.

Sincerely,



William S. Kramer

WSK/smb  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 PM 2:00

ARTICLES OF INCORPORATION  
OF  
RODALL CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 PM 2:00

ARTICLE I  
NAME

The name of the corporation is

RODALL CORPORATION

ARTICLE II  
DURATION

This corporation shall have perpetual existence.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting  
any and all lawful business.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000)  
shares of \$1.00 par value common stock. The shares shall not be  
divided into classes, nor may this corporation issue preferred  
stock without an amendment to its Articles of Incorporation.

ARTICLE V  
PRINCIPAL OFFICE

The principal office or mailing address of this corporation is

2241 West Hillsboro Blvd.  
Deerfield Beach, Florida 33442

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2241 West Hillsboro Blvd., Deerfield Beach, Florida 33442, and the name of the initial registered agent of this corporation at that office is Steve Rottenberg.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Travis Allen  
2241 West Hillsboro Blvd.  
Deerfield Beach, Florida 33442

Steve Rottenberg  
2241 West Hillsboro Blvd.  
Deerfield Beach, Florida 33442

Harvey Kleinman  
2241 West Hillsboro Blvd.  
Deerfield Beach, Florida 33442

**ARTICLE VIII**  
**INCORPORATORS**

The names and addresses of the persons signing these Articles are:

Travis Allen  
2241 West Hillsboro Blvd.  
Deerfield Beach, Florida 33442

Steve Rottenberg  
2241 West Hillsboro Blvd.  
Deerfield Beach, Florida 33442

Harvey Kleinman  
2241 West Hillsboro Blvd.  
Deerfield Beach, Florida 33442

**ARTICLE IX**  
**POWERS**

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE X**  
**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XI**  
**ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XII**  
**INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters

referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.


#### **ARTICLE XIII** **BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

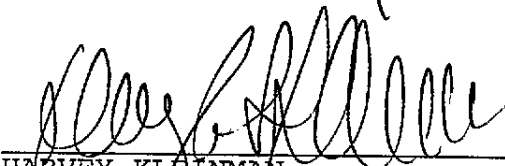
#### **ARTICLE XIV** **PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, The undersigned incorporators have  
executed these Articles of Incorporation this 12<sup>th</sup> day of  
Jan, 1998.

  
\_\_\_\_\_  
TRAVIS ALLEN

  
\_\_\_\_\_  
STEVE ROTTENBERG

  
\_\_\_\_\_  
HARVEY KLEINMAN

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 PM 2:00

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST--THAT \_\_\_\_\_ RODALL CORPORATION

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF DEERFIELD BEACH, STATE OF FLORIDA, HAS NAMED STEVE ROTTENBERG LOCATED AT 2241 WEST HILLSBORO BLVD., DEERFIELD BEACH, FLORIDA 33442, CITY OF DEERFIELD BEACH, STATE OF FLORIDA, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. 1

SIGNATURE :

TRAVIS ALLEN

TITLE:

PRESIDENT

DATE :

1-17-98