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ACCOUNT NO. : 072100000032

682611 REFERENCE :

9512A

AUTHORIZATION:

COST LIMIT :

ORDER DATE: January 26, 1998

ORDER TIME: 9:21 AM

THE UNITED STATES **CORPORATION**

ORDER NO. : 682611-005

CUSTOMER NO: 9512A

Steven Lederer, Esq CUSTOMER:

STEVEN J. LEDERER, ESQ

Suite 100

2450 Ne Miami Gardens Drive North Miami Bea, FL 33180

DOMESTIC FILING

RD PASSOVER TOUR, INC. NAME:

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

CIVISION OF CORPORATIONS

98 JAN 27 PM 12: 40

ARTICLES OF INCORPORATION

OF

RD PASSOVER TOUR, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: RD PASSOVER TOUR, INC.

The address of the principal office of this corporation shall be 4041 Collins Avenue, Miami Beach, Florida 33141, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2450 Northeast Miami Gardens Drive, Suite 100, North Miami Beach, Florida 33180, and the name of the initial registered agent of the corporation at that address is Steven L. J. Lederer, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Michael Lefkowitz Dir.

4041 Collins Avenue Miami Beach, Florida 33141

Abbey Berkowitz Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Pres./Treas.

Michael Lefkowitz 4041 Collins Avenue Miami Beach, Florida 33141

Abbey Berkowitz Same V. Pres./Sec.

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

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

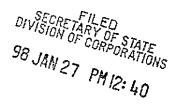
> Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on January 27, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

LRD/das



ACCEPTANCE OF REGISTERED AGENT

I, STEVEN L. J. LEDERER, Esquire, the undersigned, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

RD PASSOVER TOUR, INC.

do hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

Bv:

STEVEN L. J. LEWERER, Esquire

Registered Agent

Suite 100

2450 N. E. Miami Gardens Drive North Miami Beach, FL, 33180

Phone: (305) 935-6300