

P98000008256



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 682611 9512A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : January 26, 1998

ORDER TIME : 9:21 AM

ORDER NO. : 682611-005

700002413147--9

CUSTOMER NO: 9512A

CUSTOMER: Steven Lederer, Esq
STEVEN J. LEDERER, ESQ

Suite 100
2450 Ne Miami Gardens Drive
North Miami Bea, FL 33180

DOMESTIC FILING

NAME: RD PASSOVER TOUR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 PM 12:40

RECEIVED
98 JAN 27 AM 11:30
DIVISION OF CORPORATIONS
1/27/98

FILED
SECRETARY OF STATE
DIVISION 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:

Michael Lefkowitz 4041 Collins Avenue
Pres./Treas. 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

By: _____

Its Agent, Karen B. Rozar

LRD/das

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 PM 12:40

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 PASSEOVER TOUR, INC.

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

By: 

STEVEN L. J. LEDERER, Esquire
Registered Agent
Suite 100
2450 N. E. Miami Gardens Drive
North Miami Beach, FL, 33180
Phone: (305) 935-6300