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JOEL REINSTEIN

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THE PLAZA • SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 391-4900
FACSIMILE (561) 393-1909

February 2, 1998

AIRBORNE

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Rapaport Family Corp.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50, representing your filing fee. Please return a filed copy in the self-addressed stamped envelope.

Thank you for your cooperation in this matter.

Sincerely,


Joel Reinstein

JR/wsm
Enclosures-check
cc: Mr. Robert Rapaport
Bernard Olin, CPA

StateInc.ltr

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-02/04/98-01111-002
***122.50 ***122.50

FILED
98 FEB -4 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 05 1998

ARTICLES OF INCORPORATION

OF

RAPAPORT FAMILY CORP.

ARTICLE I

The name of the corporation is RAPAPORT FAMILY CORP. (hereinafter called the "Corporation"), and the address of the principal office and the mailing address of the Corporation is 175 Bradley Place, Palm Beach, FL 33480.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and Chapter 607, Florida Statutes.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$1.00	Common

ARTICLE IV

The street address of the Corporation's initial registered office in the State of Florida is 5355 Town Center Road, Suite 801, Boca Raton, County of Palm Beach, and the name of its initial registered agent at such office is Joel Reinstein.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successors are duly elected and qualified is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert D. Rapaport
175 Bradley Place
Palm Beach, FL 33480

ARTICLE VI

The name of the Incorporator is Joel Reinstein, Esq. and the address of the Incorporator is 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

ARTICLE VII

This Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

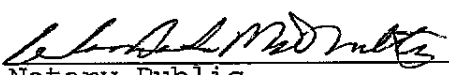
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of February, 1998.


JOEL REINSTEIN

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Joel Reinstein, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid, this 2nd day of February, 1998.


Notary Public

My commission Expires:



WANDA S. MCNULTY
Wanda S. McNulty
MY COMMISSION # CC682866 EXPIRES
September 22, 2001
BONDED THRU TROY PAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of RAPAPORT FAMILY CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.


JOEL REINSTEIN
Registered Agent

DATED: February, 1998

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TALLAHASSEE, FLORIDA