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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: RMC INVESTMENTS, INC.

AUDIT NUMBER.....H98000004142

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

CERT. OF STATUS..0 PAGES..... 4

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

RMC INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as subscriber of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is RMC INVESTMENTS, INC.

ARTICLE II

The principal place of business of the corporation shall be situated at 3356 Bird Avenue, Suite #3, Miami, Florida 33133.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The period of its duration is perpetual, unless sooner dissolved according to law.

ARTICLE V

The aggregate number of shares that the corporation shall have the authority to issue is: 1,000 shares of capital stock, all of one class, with a par value of One Dollar (\$1.00).

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be not less than One Thousand Dollars (\$1,000.00).

Prepared by:
DENNIS J. CARY, ESQ.
138 W. Palmetto Park Road
Boca Raton, FL 33432
(561) 416-2880
Florida Bar No. 471526

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ARTICLE VII

The number of directors constituting the initial Board of Directors is five (5). The method of election of directors shall be stated in the corporation's bylaws. Their names and addresses are:

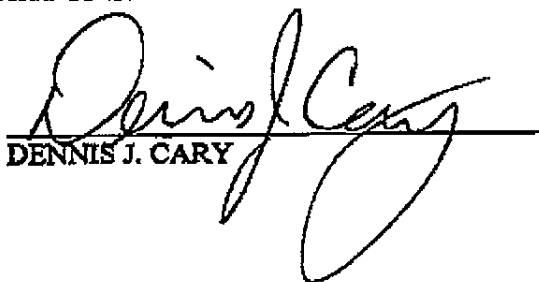
- | | | | |
|----|---|----|--|
| 1. | Scott Rick
3356 Bird Avenue, Suite #3
Miami, FL 33133 | 4. | Ted Rover
3356 Bird Avenue, Suite #3
Miami, FL 33133 |
| 2. | ADI Chabli
3356 Bird Avenue, Suite #3
Miami, FL 33133 | 5. | Philip Mullan
3356 Bird Avenue, Suite #3
Miami, FL 33133 |
| 3. | Peter Cambra
3356 Bird Avenue, Suite #3
Miami, FL 33133 | | |

ARTICLE VIII

The street address of the initial registered office of this corporation is: 138 West Palmetto Park Road, Boca Raton, Florida 33432; and the initial registered agent of this corporation at that address is: Dennis J. Cary.

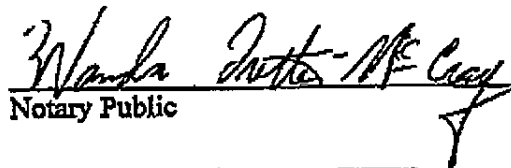
ARTICLE IX

The name and address of the subscriber of this corporation is: DENNIS J. CARY, 138 West Palmetto Park Road, Boca Raton, Florida 33432.


DENNIS J. CARY

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing was acknowledged before me on this 2 day of March, 1998, by DENNIS J. CARY, personally known to me.


Notary Public

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act.

FIRST that RMC INVESTMENTS, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation in the State of Florida, County of Palm Beach, has named Dennis J. Cary as its agent to accept service of process within this state.

ACKNOWLEDGMENT

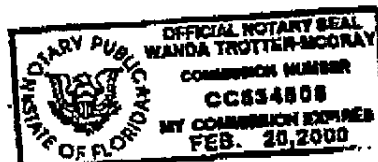
Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.


Dennis J. Cary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me by on this 2 day of March, 1998, by Dennis J. Cary, personally known to me.


Notary Public



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