

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P98000023402

RSR & Company,
Inc.

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____ Foreign Corp. File _____
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____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
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____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
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ARTICLES OF INCORPORATION
OF
RSR & COMPANY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is RSR & COMPANY, INC..

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: SUBCHAPTER S CORPORATION

The corporation elects to be organized as a Subchapter S Corporation in accordance with Internal Revenue Service designation.

ARTICLE V: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be 100 shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be Robert S. Rubin, 3230 W. Commercial Boulevard, Suite 190, Fort Lauderdale, FL 33309. The initial street address of the principal office of the Corporation will be 3230 W. Commercial Boulevard, Suite 190, Fort Lauderdale, FL 33309. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Robert S. Rubin, President
3230 W. Commercial Boulevard
Suite 190
Fort Lauderdale, FL 33309


ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Robert S. Rubin, 3230 W. Commercial Boulevard, Suite 190, Fort Lauderdale, FL 33309.

ARTICLE IX: AMENDMENTS

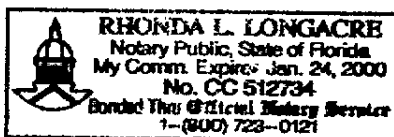
The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

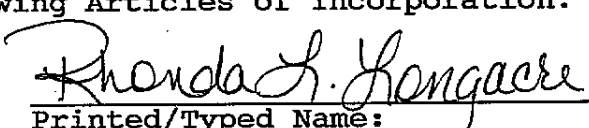
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2 day of March, 1998.


Robert S. Rubin

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Robert S. Rubin, as President, known to me and known to be the person who executed the following Articles of Incorporation.




Printed/Typed Name: _____
Notary Public-State of Florida
Commission Number: _____

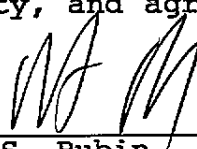
CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

RSR & COMPANY, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Robert Rubin, located at 3230 W. Commercial Boulevard, Suite 190, Fort Lauderdale, FL 33309 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent of process for the above reverend corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.



Robert S. Rubin

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