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* FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES LAWYER

BOCA RATON (561) 241 - 0300
BROWARD COUNTY (954) 421 - 0878
TELECOPIER (561) 241 - 0798

March 11, 1998

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, Florida 32314

Re: Incorporation of RAMBO PROPERTIES, INC.,
corporation

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation of RAMBO PROPERTIES, INC., a Florida corporation, along with the Registered Agent form.

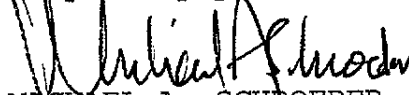
We also enclose herewith our check in the amount of \$70.00 to cover the filing fees as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
	\$ 70.00

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-03/12/98--01076--003
*****70.00 *****70.00

Please return a "filed" stamped copy of the Articles of Incorporation to this office in the enclosed self-addressed stamped envelope.

Very truly yours,


MICHAEL A. SCHROEDER

MAS:ckk

Enclosures

J:\7\CLIENTS\WINCHEST\LEVY\RAMBO.INC\SECTYST.LTR (0010-059)

FILED
98 MAR 12 AM 8:36
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

08
3/13/98

ARTICLES OF INCORPORATION
OF
RAMBO PROPERTIES, INC.

FILED
98 MAR 12 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is RAMBO PROPERTIES, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended.

Article IV

Address

The principal place of business or mailing address of this corporation shall be: c/o Schroeder and Larche, P.A., One Boca Place, 2255 Glades Road, Boca Raton, Florida 33431-7383.

Article V
Capital Stock

The corporation is authorized to issue 100 shares of \$1.00 par value common stock.

Article VI
Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A, One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7383 and the name of the initial registered agent of this corporation at the address is Michael A. Schroeder.

Article VII
Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (2). The names and addresses of the initial directors of this corporation are:

Mr. Robert Levy
1690 South Congress Avenue
Delray Beach, FL 33444

Mr. Bill R. Winchester
P. O. Drawer 1240
Boynton Beach, Florida 33435

Article VIII

Incorporator

The name and address of the person signing these Articles is:
Michael A. Schroeder, Schroeder and Larche, P.A., One Boca Place,
Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7383.

Article IX

Powers

This corporation shall have all the corporate powers
enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This corporation shall indemnify its officers and directors,
and may indemnify its employees and agents, to the fullest extent
permitted by the provisions of the Florida Business Corporation
Act, as the same may be amended and supplemented, from and against
any and all of the expenses or liabilities incurred in defending a
civil or criminal proceeding, or other matters referred to in or
covered by said provisions, including advancement of expenses prior
to the final disposition of such proceedings and amounts paid in
settlement of such proceedings. The indemnification provided for
herein shall not be deemed exclusive of any other rights to which
those indemnified may be entitled under any bylaw, agreement, vote
of shareholder or disinterested directors or otherwise, both as to
action in his or her official capacity and as to action in another
capacity while holding such office. Such indemnification shall

continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIII

Bylaws

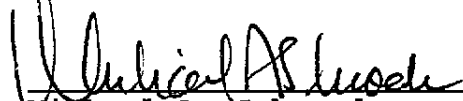
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 10 day of March, 1998.

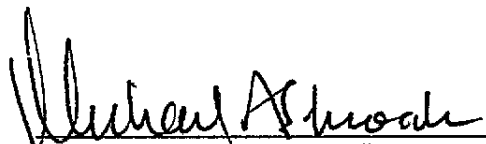


Michael A. Schroeder
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: March 10, 1998.


Michael A. Schroeder
Registered Agent
c/o Schroeder and Larche, P.A.
One Boca Place, Suite 319-Atrium
2255 Glades Road
Boca Raton, Florida 33431-7383

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