

P98000046380



ACCOUNT NO. : 072100000032

REFERENCE : 829231 4369500

AUTHORIZATION :

COST LIMIT : \$ 131.25

Patricia Pujols

ORDER DATE : May 22, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 829231-005

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

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DIVISION OF CORPORATIONS
98 MAY 22 PM 12:56

DOMESTIC FILING

NAME: RDB ACQUISITION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

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5/22/98

ARTICLES OF INCORPORATION
OF

RDB ACQUISITION, INC.

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THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is: RDB ACQUISITION, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: c/o McDermott, Will & Emery, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131; and the registered agent at that address is Jerry J. Sokol.
- FIFTH:** The name and address of the incorporator of the Corporation is: Jerry J. Sokol, Esq., c/o McDermott, Will & Emery, 201 S. Biscayne Boulevard, Suite 2200, Miami, Florida 33131.
- SIXTH:** The Corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).
- SEVENTH:** The names and addresses of the initial directors who shall hold office until the earlier of their resignation, removal or replacement are:

DAVID PECK

2255 Glades Road
Suite 416-A
Boca Raton, Florida 33431

DARYL P. JOHNSON 2255 Glades Road
Suite 416-A
Boca Raton, Florida 33431

EIGHTH: The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

NINTH: The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

TENTH: The corporate existence of the Corporation shall commence on May 22, 1998.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 21st day of May, 1998.

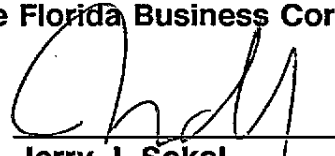


Jerry J. Sokel, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

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I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Jerry J. Sokol