

TRANSMITTAL LETTER

P 9 8 0 0 0 5 0 2 3 3

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400002545684--5
-06/03/98--01035--009
*****70.00 *****70.00

SUBJECT: R & S Enterprises, Inc.
(Proposed corporate name - must include suffix)

2

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN -3 AM 10: 02

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ADDITIONAL COPY REQUIRED

FROM: R & S Enterprises, Inc.
Name (Printed or typed)

4101 Ravenswood Road Ste 406
Address

Ft. Lauderdale, FL 33312
City, State & Zip

(954) 321-8600
Daytime Telephone number

F. CHESSEY JUN 4 1998

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

R & S Enterprises, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4101 Ravenswood Road Ste 406
Ft. Lauderdale, FL 33312

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Rochelle Faltz
4101 Ravenswood Road Ste 406 Ft. Lauderdale, FL 33312

ARTICLE V INCORPORATOR

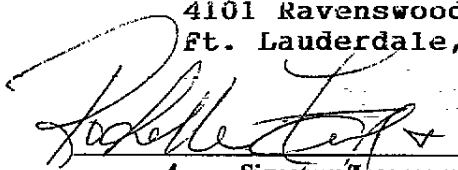
The name and address of the incorporator to these Articles of Incorporation are:


Rochelle Faltz & Stu Mandel
4101 Ravenswood Road Ste 406
Ft. Lauderdale, FL 33312

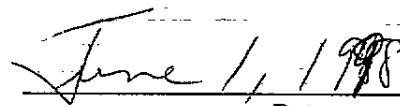
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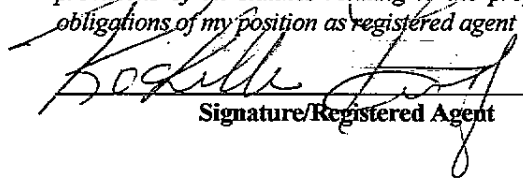
Signature/Incorporator




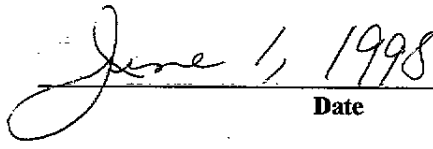
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Signature/Registered Agent



Date