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June 23, 1998

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

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-06/25/98--01048--002
***122.50 ***122.50

RE: Rouge, Inc.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$122.50. Please provide us with a certified copy of same at the address below:

Rouge, Inc.
80 S. W. 8th Street, Suite 2801
Miami, Florida 33130
Telephone (305) 536-3311

Sincerely,



Christina M. Raidl
Incorporator

/cmr
enclosures

FILED
98 JUN 24 AM 7:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6-26-98
MFM

**ARTICLES OF INCORPORATION OF
ROUGE, INC.**

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

FILED
98 JUN 24 AM 7:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: ROUGE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 80 S.W. 8th Street, Suite 2801, Miami, Florida, 33130.

ARTICLE III SHARES

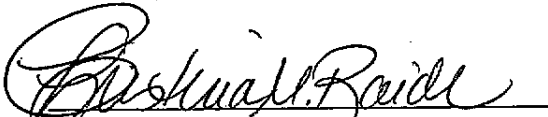
The number of shares of stock that this corporation is authorized to have outstanding at one time is one thousand (1,000) shares, \$1.00 par value per share of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the corporation's initial registered agent is Christina M. Raidl, 80 S.W. 8th Street, Suite 2801, Miami, Florida, 33130.

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Christina M. Raidl, 80 S.W. 8th Street, Suite 2801, Miami, Florida, 33130.


Christina M. Raidl, Incorporator

June 23, 1998
Date

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.


Christina M. Raidl, Registered Agent

June 23, 1998
Date