

Jul-22-98 03:40P Fernand Lamothe C.A.

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FERNAND LAMOTHE, INC.
CONTACT: FERNAND LAMOTHE
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NAME: RF ENTERPRISES USA INC
AUDIT NUMBER.....H98000013600
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RF ENTERPRISES USA INC.

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes 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 "RF ENTERPRISES USA INC."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 1511 EAST COMMERCIAL BLVD, SUITE 10, FORT LAUDERDALE, FL 33334.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$ 1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street
Fort Lauderdale, Fl. 33316
(954) 768 9548

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe, Chartered Accountant, 721 S.E. 17th Street, Fort Lauderdale, Florida 33316.

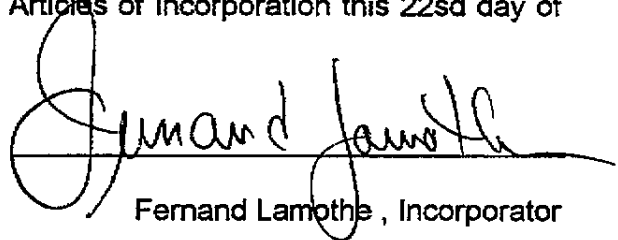
ARTICLE VI INCORPORATOR

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

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street, Fort Lauderdale,
Florida, 33316

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the Directors are, Randall Finn, President and Secretary, 13 Montgomery Street, Binghamton, NY 13901.

The undersigned has executed these Articles of Incorporation this 22nd day of July, 1998.


Fernand Lamothe, Incorporator

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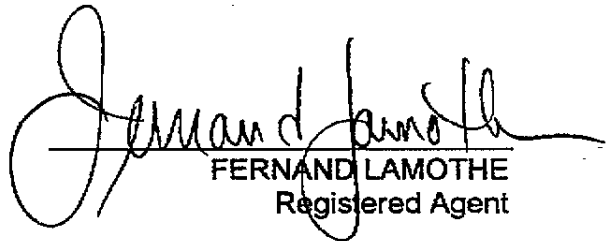
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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: July 22, 1998.


FERNAND LAMOTHE
Registered Agent

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TALLAHASSEE, FLORIDA