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August 25, 1998

Division of Corporation
409 E. Gaines Street
Tallahassee, Fl. 32399

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****122.50 ****122.50

Dear Sir/Madame:

Please find enclosed two Articles of Incorporation,
for profit, along with check # 3805 in the amount of \$122.50
for filing fee.

Thank You.

Very Truly Yours,

Lonworth Butler Jr.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
(A Corporation For Profit)

The undersigned, for the purpose of forming a corporation not for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of this Corporation is: R.P.P - F, Inc.

ARTICLE II
Term of Existence

The duration of the Corporation is perpetual

ARTICLE III
Nature of Corporate Business

The general purposes of the business, objects and intents of the Corporation proposed to be transacted, prompted and carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do:

1. To engage in any business as related to the hereinbelow mentioned purposes, and any other business, that is legal under the laws of the State of Florida.

ARTICLE IV
Capital

The amount of capital with which the Corporation shall begin is One thousand Dollars (\$1,000.00).

ARTICLE IV - A
Restriction On Transfer of Shares By Shareholders
And Requirements To Exhibit Restriction On Face Of
All Stock Certificate, Corporate Obligation To Purchase

Section 1) Upon the death or decision of a stockholder to withdraw from the corporation, or to transfer any of his or her interest in any share, shares or portion of a share of corporate issued stock, in the event the current owners of corporate stock do not exercise his or her/ their preemptive rights to purchase the ratio of stock he or she is entitled to purchase pursuant to Articles IV -B, Section 3 of these Articles, then the Corporation shall purchase said stock from said stockholder and the shareholder withdrawing (or the estate in the event of his or her death) is obligated at said time to sell all of said stock to the Corporation and only to the Corporation. The worth and value of said stock shall be the book value (excluding all intangibles such as good will) according to the accountant's records of the quarter ending just prior to the date of notice of withdrawal or the date of death.

Section 2) The aforementioned restriction on the transfer of all shares or portions of shares of stock issued by the Corporation shall be conspicuously exhibited on the face of each and every stock certificate issued by the Corporation.

Section 3) It is true of the aforementioned provision and the aforementioned restriction that none of the shares of stock nor any portion or portions of the shares of the stock issued by

the Corporation shall ever be owned by any party or person other than the current subscribing incorporators and the shareholders of this Corporation.

ARTICLE V
Registered Agent

The registered agent for the corporation shall be Jeanne Petit-Frere, who shall accept service of process at 1900 SW 44 Avenue, Apt. 1, Ft. Lauderdale, Florida 33317.

ARTICLE VI
Corporate Office

The principal place of business of this Corporation shall be located at 1900 SW 44 Avenue, Apt. 1, Ft. Lauderdale, Florida 33317.

ARTICLE VII
Number of Directors

The affairs of this Corporation shall be conducted by a Board of Directors who are the shareholders of the Corporation. The Board of Directors shall consist of four (4) members and shall never be more than five (5) members.

ARTICLE VIII
Qualification of Members

The membership of this Corporation shall constitute all persons hereinafter named as subscribers and shareholders.

ARTICLE IX
Board of Directors

The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting are:

NAMES	ADDRESSES
Roosevelt P. Petit-Frere	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Wesley Petit-Frere	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Jeanne Petit-Frere	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Kimberly Dunlap	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317

ARTICLE X
Capital Stock

1. The maximum number of shares that this Corporation is authorized to have outstanding at any one time is fifty (50) of One Hundred Dollars (\$100.00) par value each share, all of which shall be One Hundred shares of preferred stock, all of which shall be the capital of the Corporation.

2. The stock of the Corporation shall be owned principally and at all times by the four (4) subscribers to these Articles of Incorporation.

3. The number of shares subscribed to be each incorporator is as follows:

NAMES	NO. SHARES	ADDRESS
Roosevelt P. Petit-Frere	7	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Wesley Petit-Frere	1	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Jeanne Petit-Frere	1	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Kimberly Dunlap	1	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317

ARTICLE XI Subscribers

The names and address of the subscribers to these Articles are:

NAMES	ADDRESSES
Roosevelt P. Petit Frere	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Wesley Petit-Frere	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Jeanne Petit-Frere	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Kimberly Dunlap	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317

ARTICLE XII Officers

1. The officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer.

2. The names and addresses of the persons who are to serve as officers of this Corporation until the first meeting of the stockholders are:

NAMES	OFFICE	ADDRESS
Roosevelt P. Petit-Frere	President	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Wesley Petit-Frere	Vice-President	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Kimberly Dunlap	Secretary	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317
Jeanne Petit-Frere	Treasurer	1900 SW 44 Avenue, Apt. 1 Ft. Lauderdale, FL. 33317

3. The Officers shall be elected by the stockholders of this Corporation at each annual meeting and as provided by the By-Laws.

ARTICLE XIII By-Laws

1. The stockholders of this Corporation shall provide such By-Laws for the conduct of the business of the Corporation and the carrying out of its purposes as the stockholders may deem necessary from time to time.

2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of the stockholders at any regular meeting or any special meeting called and properly noticed for that purpose. The Corporate Articles may likewise be amended by a majority vote of the stockholders.

ARTICLE XIV
Meetings & Conduct of Business

The regular meeting of this corporation shall be held on the 5th day of each month at 10:30 a.m. at the office of the Corporation or at whatever other place and time properly designated by the President of the Corporation. The business of the Corporation shall be conducted in accordance with these Articles and By-Laws of the Corporation.

IN WITNESS WHEREOF, I/We, the undersigned subscribing incorporators have hereunto set my/our hand and seal, this 7th day of August, 1998, for the purpose of forming this Corporation for profit under the laws of the State of Florida.


Roosevelt P. Petit-Frere


Jeanne Petit-Frere

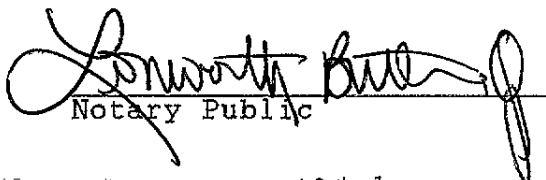

Wesley Petit-Frere


Kimberly Dunlap

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public duly authorized to take
acknowledgments in the State and County above-named, personally
appeared Roosevelt P. Petit-Frere, Wesley Petit-Frere, Jeanne
Petit-Frere and Kimberly Dunlap, all well known to me to be the
persons described as subscribers in, and who executed the
foregoing ARTICLES OF INCORPORATION.

WITNESS MY HAND and official seal in the County and State
above-named on this 7th day of August, 1998.


Notary Public



Lonworth Butler, Jr.
MY COMMISSION # CC748040 EXPIRES
July 8, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Identification Produced


Drivers License
Personally Known ()

CERTIFICATE DISIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
AND HIS/HER ADDRESS, UPON WHOM PROCESS MAY BE SERVED.

In Pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

FIRST - That, R.P.P.-F, Inc., desiring to organize under the
laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at the City of Fort
Lauderdale, Broward County, Florida has named Jeanne Petit-Frere,
located at 1900 SW 44 Avenue, Apt. 1, Ft. Lauderdale, Florida
33317 as its agent to accept service of process within this
State.

ACKNOWLEDGMENT - Having been named to accept service of process
for the above-stated corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity as register-
ed agent and agree to comply with the provision of said Act
relative to keeping open said office.


Jeanne Petit-Frere
Registered Agent

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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