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September 4, 1998

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***122.50 ***122.50

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

RE: Formation of Corporation - RKR Asset Holdings, Inc.

To Whom it May Concern:

Enclosed please find an original and one copy of the
Articles of Incorporation for the above-referenced corporation.
Please file the original Articles and return a certified copy to
our office.

Enclosed herewith please find a check in the amount of
\$122.50, as follows:

Filing Fee	35.00
Reg. Agent Fee	35.00
Certified Copy	52.50

TOTAL \$122.50

Thank you for your cooperation.

Very truly yours,

KINGSLEY & KINGSLEY

By David J. Kingsley
David J. Kingsley

DJK/lrm

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
R.K.R. ASSET HOLDINGS, INC.

ARTICLE I

NAME

The name of this corporation is R.K.R. ASSET HOLDINGS,
INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of
purchasing real estate and the transacting of any and all lawful
business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of
common stock.

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series as
that which he already holds, shall have the right to purchase his
pro rata share thereof (as nearly as may be done without issuance

of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL CORPORATE MAILING ADDRESS

The street address and the initial corporate mailing address is 4767 N.W. 7 Manor, Coconut Creek, Florida, 33063.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4767 N.W. 7 Manor, Coconut Creek, Florida, 33063, and the name of the initial Registered Agent of this corporation at that address is Ricardo A. Whitted.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ricardo A. Whitted	4767 N.W. 7 Manor Coconut Creek, FL 33063
Kenneth P. Johns	4767 N.W. 7 Manor Coconut Creek, FL 33063
Ronald N. Williams	4767 N.W. 7 Manor Coconut Creek, FL 33063

ARTICLE IX

INCORPORATOR

The name and address of the person signing these

Articles are: Ricardo A. Whitted, 4767 N.W. 7 Manor, Coconut Creek, Florida, 33063.

ARTICLE X

INDEMNIFICATION

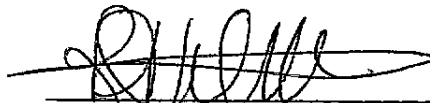
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of September, 1998.


Ricardo A. Whitted


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT 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.K.R. Asset Holdings, 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 Coconut Creek, County of Broward, State of Florida, has named Ricardo A. Whitted, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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



Ricardo A. Whitted

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Ricardo A. Whitted known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who presented Fl. Drivers License as identification, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of September, 1998.



Notary Public
State of Florida at Large

My Commission Expires:

