

P98000097483
FORMAN & PARKER, C.P.A., P.A.
CERTIFIED PUBLIC ACCOUNTANTS
1501 SOUTHWEST LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TEL. 305-444-5724
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 PM 1:39

TERRY J. FORMAN, C.P.A., J.D.
ANDREW S. PARKER, C.P.A.

MEMBER: AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

November 12, 1998

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

800002688368--8
-11/16/98-01095-007
****122.50 *****78.75

EFFECTIVE DATE
12-1-98

Dear Sir or Madam:

Enclosed you will find the articles of incorporation for Rhino Properties, Inc. and a check in the amount of \$122.50. Kindly file said articles and send a certified copy to the address shown above.

Your prompt and careful attention to this matter is greatly appreciated.

Very truly yours,

Forman & Parker, CPA, PA
Forman & Parker, C.P.A., P.A.

B. BROWN NOV 19 1998

EFFECTIVE DATE
12-1-98

ARTICLES OF INCORPORATION

OF

RHINO PROPERTIES, INC.

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ARTICLE I.

The name of this Corporation is:

Rhino Properties, Inc.

ARTICLE II.

This Corporation shall exist in perpetuity commencing December 1, 1998.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares."

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

PREEMPTIVE 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 VII.

The street address of the principal place of business of this Corporation is:

2841 Tangelo Way
Palm Harbor, Florida 34684

and the name and address of the initial registered office and agent of this Corporation is:

TERRY J. FORMAN
1521 SW LeJeune Road
Coral Gables, Florida 33134

ARTICLE VIII.

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

DIRECTOR

Madeline M. Goudos
2841 Tangelo Way
Palm Harbor, Florida

ARTICLE IX.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT / SECRETARY

Madeline M. Goudos
2841 Tangelo Way
Palm Harbor, Florida

ARTICLE X.

The name and address of the incorporator who is signing these Articles of Incorporation is:


TERRY J. FORMAN
1521 SW LeJeune Road
Coral Gables, Florida 33134

ARTICLE XI.

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, 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 12 day of November, 1998.


TERRY J. FORMAN, Subscriber


STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 12th day of November, 1998, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/7/2000
Commission #CC522969


Andrew S. Parker
Notary Public, State of Florida
at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.0501(3), Florida Statutes, the following is submitted:

First that, **RHINO PROPERTIES, INC.**, desiring to organize or qualify under the laws of the state of Florida, with its principal place of business, located at 17655 SW 80th Court, Miami, Florida 33157, has named TERRY J. FORMAN, whose address is 1921 SW LeJeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: November 12, 1998

By: 
Terry J. Forman, Subscriber

Having been named to accept service of process for **RHINO PROPERTIES, INC.**, at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: November 12, 1998

By: 
Terry J. Forman, Subscriber

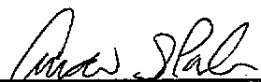
STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 12 day of November, 1998, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/7/2000
Commission #CC522969


Andrew S. Parker
Notary Public, State of Florida
at Large