

P98000105425

December 9, 1998

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

500002717055--9
-12/21/98--01001--005
****122.50 *****78.75

Re: RL Enterprises of Boca Raton, Inc.

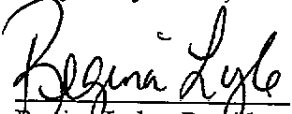
Dear Sir or Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation, and a registered agents certificate. Also enclosed is our check in the amount of \$122.50 for your filing fees.

Please file the Articles of Incorporation to commence corporate existence and return the certified copy of the Articles of Incorporation to our office at the earliest convenience.

Thank you for your attention to this matter.

Very Truly Yours,


Regina Lyle - President

92 NW 12 Ave
Boca Raton, FL 33486

FILED
98 DEC 18 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-27986

B. REGISTER DEC 21 1998

ARTICLES OF INCORPORATION

OF

RL ENTERPRISES OF BOCA RATON, INC.

FILED
98 DEC 18 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be RL Enterprises of Boca Raton, Inc. And the corporations principal address shall be 92 NW 12 Ave., Boca Raton, Fl. 33486.

**ARTICLE II
TERMS OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III
NATURE OF BUSINESS AND POWERS**

The purposes for which the corporation is organized are to engage in the business of international trading, import, export, sales of goods, purchase of goods, and the general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The corporation shall have the authority to issue 100 shares, all of one class of capital stock, with a par value of \$1.00 per share.

**ARTICLE V
REGISTERED AGENT AND INITIAL OFFICE**

The address of the corporation's initial registered office 92 NW 12 Ave., Boca Raton, Fl. 33486, and the name of the initial registered agent is Regina Lyle.

ARTICLE VI
BOARD OF DIRECTORS AND INITIAL DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one. The number of directors constituting its initial Board of Directors whose name and address is:

Regina Lyle	92 NW 12 Ave. Boca Raton, Fl. 33486
-------------	--

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is Regina Lyle, Boca Raton, Fl. 33486.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. The shareholders shall have the power to adopt,, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of common stock.

ARTICLE IX
PRE-EMPTIVE RIGHTS

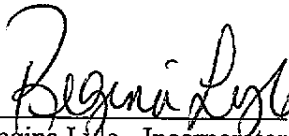
The holders of the common stock of this corporation shall have the pre-empive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to the stock authorized by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE X
EFFECTIVE DATE

Pursuant to Florida Statute Section 607.0203(1) (1991), the effective date of the commencement of corporate existence is when these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth, and hereunto sets his hand and seal this

14th day of December, 1998.


Regina Lyle - Incorporator

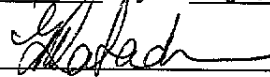
STATE OF FLORIDA

SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorize to take acknowledgements and administer oaths, personally appeared Regina Lyle, party to the foregoing Articles of Incorporation, known to be personally to be such, and having further provided proof of identification by Florida Driver's License No. FL L40073260958, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 14th day of December, 1998.


Notary Public

My Commission Expires:



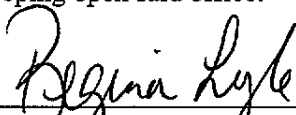
**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance to chapter 48.091, Florida Statutes (1991), the following is submitted, in compliance with said Act:

RL ENTERPRISES OF BOCA RATON, INC., desiring to organize under the laws of the State of Florida with it's registered office, as indicated in the Articles of Incorporation at the city of Tamarac, County of Palm Beach, State of Florida, has named RL Enterprises, Inc., located at 92 NW 12 Ave, Boca Raton, Fl. 33486, as its agent to accept service of process within this state.

1: (MUST BE SIGNED BY DESIGNATED AGENT)

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


Regina Lyle - Registered Agent

FILED
98 DEC 18 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA