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ACCOUNT NO. : 072100000032

REFERENCE : 139426 100517A

AUTHORIZATION : *Patricia Pajaro*

COST LIMIT : \$70.00

ORDER DATE : February 18, 1999

ORDER TIME : 9:09 AM

ORDER NO. : 139426-005

CUSTOMER NO: 100517A

CUSTOMER: Richard E. Patinkin, Esq
PATINKIN & PATINKIN, LTD.
PATINKIN & PATINKIN, LTD.
89 Lincolnwood Road

Highland Park, IL 60035

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 19 PM 1:41

DOMESTIC FILING

NAME: RLC MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

600002780226--7

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

g 2/19/99

DIVISION OF CORPORATIONS

99 FEB 19 AM 9:53

ARTICLES OF INCORPORATION

OF

RLC MANAGEMENT, INC.

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is RLC Management, Inc.

SECOND The street address, wherever located, of the principal office of the corporation is 6686 NW 24th Terrace, Boca Raton, FL 33496.

The mailing address, wherever located, of the corporation is 155 Revere Drive, Suite 5, Northbrook, IL 60062.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator is:

Richard L. Cohn, 155 Revere Drive, Suite 5, Northbrook, IL 60062

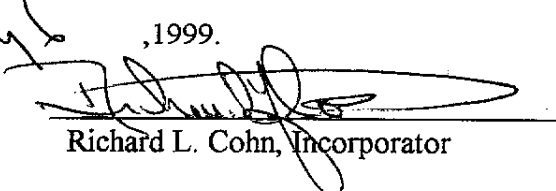
SIXTH: The purposes for which the corporation is organized shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any

and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on February 18, 1999.


Richard L. Cohn, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Michelle D. Maury
Its Authorized Representative

Date: February 18, 1999

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