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* BOARD CERTIFIED,
IMMIGRATION & NATIONALITY LAW

February 26, 1999

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

800002790788--2
-03/01/99--01120--001
*****122.50 *****78.75

Re: RS GROUP INTERNATIONAL, INC.

Gentlemen:


Enclosed please find original and two copies of the Articles of Incorporation for the above referenced corporation. Please file same and return a stamped copy to our offices.

Also enclosed is our check in the amount of \$122.50 for the cost of the filing fees.

Thank you.

Very truly yours,

ZYNE, SALEEBY & SALEH, P.A.

By: 
Isleene Rodriguez
Legal Assistant

Enclosures: As stated

FILED
99 MAR -1 PM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION

OF

RS GROUP INTERNATIONAL, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is: RS GROUP INTERNATIONAL, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

A. Ocean Transportation, Real Estate (buy, sell manage and own commercial and residential), import/export.

B. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, substituted therefor.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue fifty (50) shares of common stock without nominal or part value.

ARTICLE IV - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is

11300 SW 93 Street, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of this corporation at this address is:

Richard Sassine

RICHARD SASSINE

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) 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 director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Richard Sassine	11300 SW 93 St
Roger Sassine	11300 SW 93 St.
Reginald Sassine	11300 SW 93 St.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
Richard Sassine	11300 SW 93 St. Miami, FL

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of RS Group International this 25 day of February, 1999.

Richard Sassine
(Incorporator)

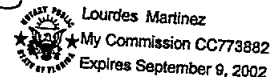
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above set forth, personally appeared Richard Sassine, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, 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 25 day of February, 1999


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED**

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

First. That RS Group International Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, and State of Florida, has named Richard Sassine, whose address is 11300 SW 93 Street, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at 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.


RICHARD SASSINE

FILED
99 MAR -1 PM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA