



THE UNITED STATES
CORPORATION
COMPANY

P99000036831

ACCOUNT NO. : 072100000032

REFERENCE : 214293 10943A

AUTHORIZATION : Patricia Pizitz

COST LIMIT : \$ 70.00

ORDER DATE : April 22, 1999

ORDER TIME : 12:28 PM

ORDER NO. : 214293-005

CUSTOMER NO: 10943A

CUSTOMER: Mark S Feluren, Esq
WALDMAN FELUREN & TRIGOBOFF,
WALDMAN FELUREN & TRIGOBOFF,
One Financial Plaza, Ste 1500

Fort Lauderdale, FL 33394

EFFECTIVE DATE
4-20-99

FILED
99 APR 22 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: R & A ACQUISITION CORP.

800002847838--8

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

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

RECEIVED
99 APR 22 PM 1:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

4/22/99

ARTICLES OF INCORPORATION

OF

R & A ACQUISITION CORP.

EFFECTIVE DATE
4-20-99

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

FIRST: The name of the corporation (hereinafter called the "Corporation") is R & A Acquisition Corp.

SECOND: The principal office of the Corporation shall be located at 600 N.E. Third Avenue, Fort Lauderdale, Florida 33304. The mailing address of the Corporation is 600 N.E. Third Avenue, Fort Lauderdale, Florida 33304.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the bylaws.

The name and address of the member of the initial Board of Directors of the Corporation is as follows:

Thomas P. Angelo
600 N.E. Third Avenue
Fort Lauderdale, Florida 33304

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is 600 N.E. Third Avenue, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of the Corporation at such address is Rodriguez & Angelo, P.A..

SIXTH: The name and address of the incorporator is:

Rodriguez & Angelo, P.A.
600 N.E. Third Avenue
Fort Lauderdale, Florida 33304

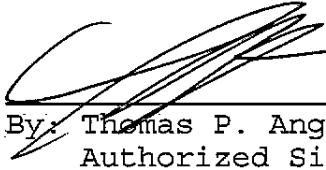
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SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions 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, agreement, 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 in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The existence of the Corporation shall begin on the date the undersigned incorporator has executed these Articles of Incorporation.

Rodriguez & Angelo, P.A.,
Incorporator

Signed on April 20, 1999


By: Thomas P. Angelo,
Authorized Signatory

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Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Rodriguez & Angelo, P.A.,


By: Thomas P. Angelo,
Authorized Signatory