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TRANSMITTAL LETTER 535

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

500002933415--3 -07/16/99--01063--004 *****78.75 *****78.75

| | R S HOLDINGS, INC. posed corporate name - must include : | suffix) | | |
|--------------------------|--|---|------------|---|
| for : \$70.00 Filing Fee | \$78.75 \$122.50 Filing Fee & Certificate Copy | of incorporation an \$131.25 Filing Fee, Certified Copy & Certificate | id a check | |
| FROM: | Peter J. Yanowitch Name (printed or typed) | - | 99 TÄLL | |
| | 800 Brickell Avenue, Suit | e 550 | 99 JUL 16 | |
| | Address | | <u> </u> | |
| | Miami, Florida 33131 | | AM IO: 03 | - |
| | City, State & Zip | | IO: 03 | - |
| | (305)374-6300 | | | |
| | Daytime Telephone number | | | |

NOTE: Please provide the original and one copy of the articles.

9/2/3

ARTICLES OF INCORPORATION OF RS HOLDINGS, INC.



The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, here adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: RS HOLDINGS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 800 Brickell Avenue, Suite 550, Miami, FL 33131

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at anyone time is (100) one hundred shares common capital stock, par value \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is: Peter J. Yanowitch, 800 Brickell Avenue, Suite 550, Miami, Florida 33131.

ARTICLE V INCORPORATORS and DIRECTORS

The names and street addresses of the incorporators to these Articles of Incorporation and directors of this corporation is:

Ralph A. Sanchez President 9540 Journey's End Road Coral Gables, Florida 33156

The undersigned incorporators have executed these Articles of Incorporation this 14 day of July, 1999.

By: / RALPH A. SANCHEZ

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is: R S HOLDINGS, INC.
- 2. The name and address of the Registered Agent and office is:

PETER J. YANOWITCH 800 Brickell Avenue, Suite 550 Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

By: PETER J. YANOWITCH

14 14 1559 Date: 1 1559

99 JUL 16 AM IO: 03