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ADORNO & ZEDER FILED
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
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99 SEP -1 PM 12:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FACSIMILE
(305) 858-4777

Federal Express

August 31, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Rare Finds International, Inc.

Ladies and Gentlemen:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned company. Also enclosed is a check in the amount of \$78.75 to cover the requisite filing fee and certified copy fee. Please return the certified copy of the Articles of Incorporation to me in the enclosed prepaid Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,



Margaret O'D. Ryder
Legal Assistant

MODR
cc: Sam Halpern (w/enc)

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**ARTICLES OF INCORPORATION
OF
RARE FINDS INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Rare Finds International, Inc. Its principal office address and business mailing address is Lyndhurst D, Unit 92, Century Village, Deerfield Beach, Florida 33441.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

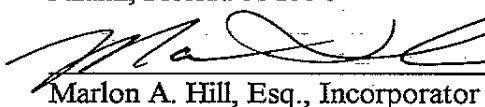
The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Sam Halpern	Lyndhurst D, Unit 92 Century Village Deerfield Beach, Florida 33441
Leslea Macaulay	Lyndhurst D, Unit 92 Century Village Deerfield Beach, Florida 33441

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

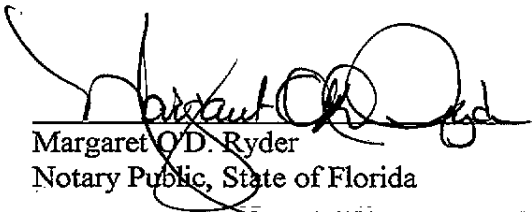
<u>Name</u>	<u>Address</u>
Marlon A. Hill, Esq.	Adorno & Zeder, P.A. 2601 South Bayshore Drive Suite 1600 Miami, Florida 33133


Marlon A. Hill, Esq., Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

FILED
99 SEP -1 PM 12: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation of Rare Finds International, Inc., were acknowledged before me this 31st day of August, 1999 by Marlon A. Hill, as Incorporator, who is personally known to me.


Margaret O.D. Ryder
Notary Public, State of Florida

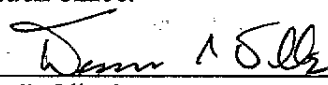
My Commission Expires:

(seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Rare Finds International, Inc., at the place designated in the Articles of Incorporation, Dennis J. Olle agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: August 31, 1999


Dennis J. Olle, Esq.