

P2000063948

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000150277 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

02 JUN 10 PM 3:56
SECRETARY OF STATE
TALLHASSEE FLORIDA
FILED

FLORIDA PROFIT CORPORATION OR P.A.

RAUSMAN OPERATING CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

CP

JUN-10-02 MON 11:58 AM

#02000/50277

P. 2

FILED
02 JUN 10 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
RAUSMAN OPERATING CORP.**

ARTICLE I - NAME

The name of the corporation shall be: RAUSMAN OPERATING CORP. whose principal office is located at 15 West 47th Street, Suite 510, New York, NY 11514.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the express purpose of engaging in no activities other than the management of Rausman Management, LLC.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Albert N. Proujansky, 11500 El Clair Ranch Road, Boynton Beach, FL 33437.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ~~one~~ Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall

Prepared by & return to:
Albert N. Proujansky
11500 El Clair Ranch Road
Boynton Beach, FL 33437
(561) 737-5805

#02000/50277

#02000150277

never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation are:

Martin Rausman
280 Grandview Avenue
Monsey, NY 10952

Herbert Rausman
15 West 47th Street, Suite 510
New York, NY 10036

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is: Albert N. Proujansky, 11500 El Clair Ranch Road, Boynton Beach, FL 33437.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to the reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of June, 2002.


Albert N. Proujansky

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Albert N. Proujansky, known to be 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.

10th IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this day of June, 2002.


Notary Public, State of Florida at Large



#02000150277

1102000150277

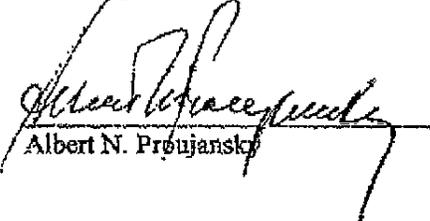
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607.0501 OR 617.0501, 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: RAUSMAN OPERATING CORP.
- 2. The name and address of the registered agent and office is:

Albert N. Proujansky
11500 El Clair Ranch Road
Boynton Beach, FL 33437

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 a registered agent.


Albert N. Proujansky

June 10, 2002
c:\wp6.1\Art of Inc.

1102000150277

FILED
02 JUN 10 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA