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LAW OFFICES
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April 14, 1998

Qualifications/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

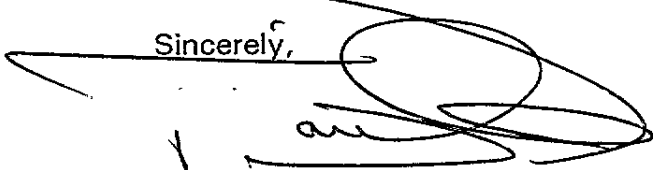
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*****70.00 *****70.00

Re: Richpenn Resources International, Inc.

Gentlemen:

Enclosed please find the Application by Foreign Corporation for Authorization to Transact Business in Florida and Certificate of Existence together with a check in the amount of \$70.00 for the filing fee for the above-referenced corporation.

Sincerely,


Thomas D. Daiello

TDD/lkm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

FILED
98 APR 16 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Richpenn Resources International, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Bradford H. Bowen
(Name of Person)

Richpenn Resources International, Inc.
(Firm/Company)

2200 Castle Rock Road
(Address)

Arlington, Texas 76006
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Bradford H. Bowen at (817) 640-7424
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Richpenn Resources International, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. September 14, 1979

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. February 1, 1998

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 2200 Castle Rock Road

Arlington, Texas 76006

(Current mailing address)

8. Transact any and all lawful business for which corporations may
be incorporated under the laws of the State of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT
acceptable)**

Name: Thomas D. Daiello, Esquire

Office Address: 4800 North Federal Highway, Suite 307 B

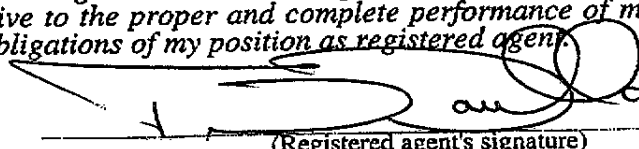
Boca Raton

, Florida, 33431

(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Bradford H. Bowen

Address: 2200 Castle Rock Road
Arlington, Texas 76006

Vice Chairman: A.E. Bowen

Address: 1605 S. Lee Street
Alvin, Texas 77511

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Bradford H. Bowen

Address: 2200 Castle Rock Road
Arlington, Texas 76006

Vice President: A.E. Bowen

Address: 1605 S. Lee Street
Alvin, Texas 77511

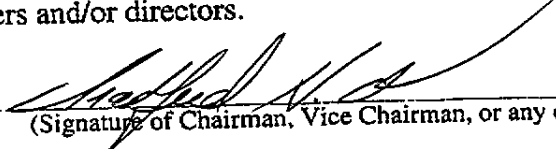
Secretary: Shauna J. Bowen

Address: 2200 Castle Rock Road
Arlington, Texas 76006

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bradford H. Bowen, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE



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98 APR 16 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

RICHPENN RESOURCES INTERNATIONAL, INC.
File No. 490370-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on March 26, 1998.*



Alberto R. Gonzales
Secretary of State

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