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ROBERTA DUNN BARTLEY, P.A.
ATTORNEY AT LAW

May 4, 2000

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-05/08/00--01073--002
*****78.75 *****78.75

RE: INCORPORATION OF RICH WOOD DESIGNS, INC.

Dear Sir or Madam:

Enclosed is an original and a copy of Articles of Incorporation for the above-named corporation. Also enclosed is a check in the amount of \$78.75 for the following fees:

Filing fee	\$35.00
Certified copy	8.75
Registered Agent Designation	35.00
Total	\$78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,

Roberta Dunn Bartley

Roberta Dunn Bartley

Enclosures-3

cc: Richard J. Gould

FILED
00 MAY -8 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RICH WOOD DESIGNS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is **RICH WOOD DESIGNS, INC.**

ARTICLE II

The street address of the principal office of the Corporation is:

110 Orchard Ridge Lane
Boca Raton, FL 33431

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is One Thousand, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value for each authorized share is: \$1.00.

ARTICLE IV

The initial street address of the Corporation's registered office is:

110 Orchard Ridge Lane
Boca Raton, FL 33431

The initial registered agent for the Corporation at that address is:

Richard J. Gould

ARTICLE V

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

<u>Name</u>	<u>Address</u>
Richard J. Gould	110 Orchard Ridge Lane Boca Raton, FL 33431

ARTICLE VI

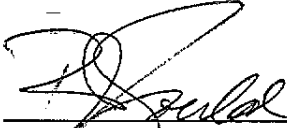
The name and street address of the person signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Richard J. Gould	110 Orchard Ridge Lane Boca Raton, FL 33431

ARTICLE VII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

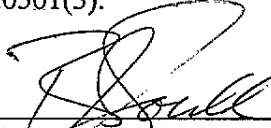
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 3 day of May, 2000.



Richard J. Gould, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **RICH WOOD DESIGNS, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Richard J. Gould

Date: May 3, 2000.

FILED
00 MAY -8 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA