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Gerald A. Gutman
62 Hastings Drive
Fort Salonga, NY 11768-2522

Phone: 631-912-9848
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FILED
00 SEP 18 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 18, 2000

Corporate Documents
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

(850)-487-6052

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-09/18/00--01120--019
*****78.75 *****78.75

Ref: Formation of RICHTEC INC.

Gentlemen:

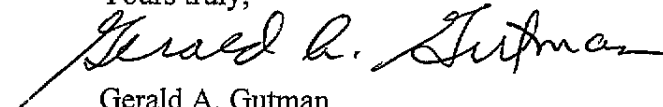
Enclosed please find an original and one copy of the Articles of Incorporation and a check for \$78.75 for the Incorporation of Richtec Inc., a profit C-corporation. Also included is a letter from our designated Registered Agent in Florida, International Executive Consultants, Inc.

Upon registration, please send the documents to the undersigned at the address shown below.

Gerald A. Gutman
62 Hastings Drive
Fort Salonga, NY 11768-2522

If you have any questions or need additional information, please call the undersigned at 631-912-9848. Thank you for your help.

Yours truly,


Gerald A. Gutman
Incorporator

B. REGISTER SEP 20 2000

W-22959

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ARTICLES OF INCORPORATION
OF
RICHTEC, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned, for the purpose of forming a corporation under the provisions of Florida Statutes, and any amendatory thereof and supplementary thereto, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, as we do certify that:

1. The name of the corporation is: RICHTEC, INC.

2. The major purpose of the corporation will be to engage in the business of providing manufacturing, sales, marketing and consulting services.

In addition, the general nature of the business transacted shall be:

To engage in any one or more businesses and to exercise any and all the powers authorized and permitted by the said Statutes to corporations formed thereunder.

Further, and not by way of limitation of the preceding paragraphs, to enter into and perform contracts of every kind and nature; to act as agent and representative of other persons and corporations; to own, buy, sell, mortgage or lease real and personal property of every kind and nature and wheresoever situate.

3. The amount of capital stock authorized shall be One Thousand (1,000) shares of common stock at a par value of \$ 1.00 dollar per share.

4. The corporation shall commence business with not less than One Thousand (\$ 1,000) dollars in cash.

5. The corporation shall have perpetual existence.

6. The address of the principal office of the corporation shall be 3391 East Silver Springs Blvd., Suite H, Ocala Florida 34470.

7. There shall be two directors initially. The number of directors may be changed from time to time by a majority vote of the directors.

8. The names and addresses of the first members of the Board of Directors, and the officers, who subject to the By-Laws of this corporation, shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, are:

Gerald A. Gutman
62 Hastings Drive
Fort Salonga, New York 11768-2522

President, Director

Robert Albert Sheargold
3 Well Lane, Clare, Sudbury, Suffolk
United Kingdom

Treasurer, Secretary, Director

9. The name and address of the subscribers to these Articles of Incorporation, and a statement of the number of shares of stock which is agreed to be taken and the value of the consideration therefore, is as follows:

Richtec, PLC
Shannon Way
Ashchurch, Tewkesbury, Gloucestershire
GL20 8ND, United Kingdom

1000 shares

10. The corporation designates as its registered agent and office, International Executive Consultants, 3706 N. Ocean Blvd., # 420, Ft. Lauderdale, FL 33308, and the company does hereby accept to act in this capacity, and agrees to comply with the provisions of the Statute relative to keeping open said office at the above address.

11. The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

IN WITNESS WHEREOF, we have hereunder set out hands and seals at NORTHPORT, NY this 15 day of September, 2000.


Gerald A. Gutman
Incorporator / Subscriber

STATE OF NEW YORK)
COUNTY OF SUFFOLK)

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Gerald A. Gutman, to me known to be the person described as a subscriber, and who executed, the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to said Articles of Incorporation.


Notary Public, State of New York

HENRY C. SUHR
NOTARY PUBLIC, State of New York
No. 30-4607087
Qualified in Nassau County
Commission Expires July 31, 2001



International Executive Consultants, Inc.
3706 N. Ocean Blvd., Suite 420, Ft. Lauderdale, Florida 33308
Telephone: (800) 422-0215 Facsimile: (970) 453-0595

September 15, 2000

To Whom It May Concern:

This letter will serve to confirm that International Executive Consultants, Inc., a Florida corporation, has agreed to serve as the registered agent for Richtec, Inc., once formed, and perform all duties as such in accordance with Florida statutes.

As indicated in Richtec Inc.'s Articles of Corporation, International Executive Consultants, Inc.'s offices are located at 3706 N. Ocean Blvd., # 420, Ft. Lauderdale, Florida 33308.

Yours very truly,

John M. Mann
President

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TALLAHASSEE, FLORIDA

Offices: Denver, Co. - Ft. Lauderdale, FL, - Cozumel, Mex.