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Regina Champlin-Igoe
2000 East Sunrise
Fort Lauderdale, Florida 33304
(954) 763-2471

October 2, 2000

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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re: RCI DESIGN, INCORPORATED

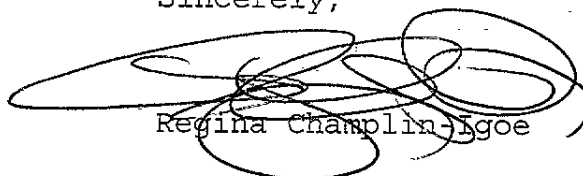
Dear Sir or Madam:

Enclosed are three copies of the duly executed Articles of Incorporation for RCI Design, Incorporated together with a check in the amount of \$86.50 for the applicable filing fees and TWO certified copies thereof.

If the enclosed are found to be in order, please return the certified copies of the Articles of Incorporation to me upon the filing of the original.

Thank you for your assistance.

Sincerely,



Regina Champlin-Igoe

RCI:pb
enc.

FILED
00 OCT 13 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN OCT 16 2000

**ARTICLES OF INCORPORATION
OF
RCI DESIGN, INCORPORATED**

FILED
00 OCT 13 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FL 32310

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be RCI DESIGN, INCORPORATED.

ARTICLE II - NATURE OF BUSINESS

The general character and nature of the business to be transacted by this Corporation is:

- (1) to buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell, convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, to lend money either with or without security, and to operate and manage other businesses under its own name or under a registered trade name;
- (2) to engage in the retail, wholesale, and manufacturing businesses in any and all fields, and to do all things necessary to engage in any type of business generally;
- (3) to acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful to equip, furnish, improve, develop, or manage any property, real or personal, at any time owned, held, or occupied by the Corporation, to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the Corporation;
- (4) to purchase the assets of any other corporation and to engage in the same or other types of business, including the repurchase of its own shares;
- (5) to contract debts and borrow money, issue, sell and pledge bonds, securities, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of Corporate indebtedness as may be required, and to use, spend, dispose of, or lend funds of the Corporation to further the business or purposes of the Corporation;
- (6) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock, bonds, securities, or other evidences of indebtedness of any other corporation of the State of Florida or of any other state or government, and while the owner of any such stock, bonds and securities to exercise all rights and privileges of ownership, including the right to vote such stock;

(7) to enter into, make, perform, and carry out contracts and agreements of every kind, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including the purchase of its own shares;

(8) to carry out any and all of its operations and businesses and promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations;

(9) to engage in any and all lawful businesses, trades, occupations and professions; and

(10) to do any and all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do such other things and perform such other acts as may be necessary, profitable, or expedient in carrying out any of the business, objects or powers set forth herein.

It is the intention of the undersigned Subscriber to these Articles of Incorporation that none of the objects, powers and clauses set forth herein shall be in any way limited or restricted by reference to, or inference from, the terms of any other objects, powers, or clauses of this Article, and that all such objects, powers and clauses shall be regarded as independent and severable.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time is Five Million (5,000,000) shares of Common Stock, with a par value of One One Hundredth of One Cent (\$.001) per share and One Million (1,000,000) shares of undesignated Preferred Stock, with a par value of One One Hundredth of One Cent (\$.001) per share. Authorized stock may be paid for in cash, services, or property at a value to be fixed by the Board of Directors of this Corporation at any regular or special meeting thereof.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation shall be:

2000 East Sunrise BLVD.
Fort Lauderdale, Florida 33304

The Board of Directors may from time to time designate such other location as the principal office of the corporation as it may deem appropriate.

ARTICLE VI - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with the bylaws of the corporation, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial Board of Directors, who shall hold office until his successors are elected and have qualified is:

Regina Champlin-Igoe
2000 East Sunrise BLVD.
Fort Lauderdale, Florida 33304

ARTICLE VIII - SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is:

Regina Champlin-Igoe
2000 East Sunrise BLVD.
Fort Lauderdale, Florida 33304

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

2000 East Sunrise BLVD.
Fort Lauderdale, Florida 33304

and the name of the initial registered and resident agent at that address is Regina Champlin-Igoe.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Any such amendment shall be approved by the Directors of the corporation, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon. Alternately, any such amendment may be made through the affirmative vote of a majority of the Directors and a majority of the voting stockholders of the corporation, without any meetings of the Directors and stockholders and notices thereof, if said majorities sign written statements manifesting their intention that such amendment to these Articles of Incorporation be made, in which case any such amendment shall become effective upon the execution of such written statements and the filing thereof with the State.

Alternately, such amendment may be made solely through the affirmative vote of a majority of the Directors of the corporation to the extent that a provision for such manner of amendment by the Directors is provided for in the bylaws of the corporation, in which case, such amendment may be made without any meeting of the Directors and notice thereof, if said majority of the Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made, in which case any such amendment shall become effective upon the execution of such a written statement and the filing thereof with the State.


ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE XII - ADDITIONAL PROVISIONS

The Board of Directors shall be empowered to enact or elect, or change the enactment or election of any federal and State provisions as it may deem appropriate for financial benefit of the Corporation. Any such enactments or elections shall be made through a majority vote of the Board of Directors of the Corporation.

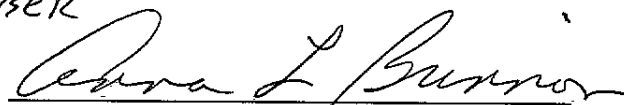
IN WITNESS WHEREOF, I have set my hand and seal hereto and acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida on the date set forth opposite my signature.

 (SEAL) date 10-6-00

STATE OF FLORIDA
COUNTY OF BROWARD

Before me personally appeared Regina Champlin-Igoe, to me well known to be the individual described in and executing the foregoing Articles of Incorporation, who acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED
ABOVE THIS 6 TH DAY OF ~~SEPTEMBER~~ OCTOBER 2000.


Notary Public

My commission expires on _____



Anna L. Brannon
MY COMMISSION # CC850788 EXPIRES
August 9, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**REGISTERED AND RESIDENT AGENT
OF
RCI DESIGN, INCORPORATED**

FILED
00 OCT 13 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapters 607, 634, and 38.091 of the Florida Statutes, the following information is submitted in compliance thereof.

The above named Corporation desiring to organize under the laws of the State of Florida with its principal office at the location indicated in the Articles of Incorporation and shown below, has named the undersigned as its agent to accept service of process within this State at the address set forth below.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named Corporation, at the location designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of State law pursuant to keeping said office open.


Regina Champlin-Igoe (SEAL)

REGISTERED AND RESIDENT AGENT INFORMATION:

Regina Champlin-Igoe
2000 East Sunrise BLVD
Fort Lauderdale, Florida 33304