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Rapholz Platinum and Palladium, Inc.
3910 NE 26 Avenue
Lighthouse Point, Florida 33064

FILED
JAN 29 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 26, 2001

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


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-01/29/01--01104--011
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find an executed set of Articles of Incorporation and a check in the amount of \$78.75 covering the Filing Fee and Registered Agent Fee for Rapholz Platinum and Palladium, Inc.

Should you require any additional information, please feel free to contact me.

Very truly yours,


James L. Rapholz, Jr.
Incorporator

01-01

**ARTICLES OF INCORPORATION
OF
RAPHOLZ PLATINUM AND PALLADIUM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation pursuant to Section 607 of the Florida Corporation Act.

**ARTICLE I
NAME**

The name of the corporation shall be Rapholz Platinum and Palladium, Inc.

**ARTICLE II
PURPOSE**

The corporation is organized for the transaction of any and all lawful purposes.

**ARTICLE III
ADDRESS**

The principal office and mailing address of the corporation is:

3910 NE 26 Avenue
Lighthouse Point, Florida 33064

**ARTICLE IV
AUTHORIZED SHARES**

The corporation shall be authorized to create 100,000,000 shares of common stock having a par value of \$.0001 per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

**ARTICLE V
INITIAL REGISTERED AGENT**

The name of the Initial Registered Agent of the corporation is James L. Rapholz, JLR.

The street address of the Initial Registered Agent is:

3910 NE 26 Avenue
Lighthouse Point, Florida 33064

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) initial directors. The number of directors may increase from time to time as determined by the Board of Directors, but shall never be less than two (2). The names and addresses of the initial directors of the corporation are as follows:

James L. Rapholz,^{JL-} 3910 NE 26 Avenue, Lighthouse Point, Florida 33064
Phyllis C. Rapholz, 3910 NE 26 Avenue, Lighthouse Point, Florida 33064

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles is James L. Rapholz, ^{JL-} 3910 NE 26 Avenue, Lighthouse Point, Florida 33064.

**ARTICLE VIII
CORPORATE POWERS**

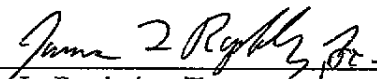
The corporation shall have all of the Corporate Powers enumerated in the Florida General Corporation Act.

**ARTICLE IX
AMENDMENT**

The corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendments thereof, and any rights conferred upon the shareholders herein to this reservation.

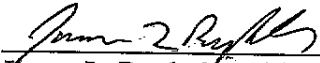
ACKNOWLEDGEMENT

The undersigned subscriber has executed these Articles of Incorporation this _____ day of January, 2001.


James L. Rapholz, ^{JL-}

Having been named as Registered Agent to accept service of process for the above stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the Provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the Provisions of all other Statutes related to the proper and complete performance of my duties.

I have hereunto set my hand this 24 day of January, 2001.


James L. Rapholz, Initial Registered Agent
Jr.

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01 JAN 29 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA