

P02000011214

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700004797607--4
-01/25/02--01039--018
*****78.75 *****78.75

SUBJECT: RICH CAPITAL LENDING, INC

I enclose an original and (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

____ \$70.00 Filing Fee
____ \$78.75 Filing Fee & Certificate of Status
X \$78.75 Filing Fee & Certified Copy (Additional Copy Required)
____ \$87.50 Filing Fee, Certified Copy & Certificate of Status
(Additional Copy Required)

SIGNED: _____

Rich Bercini

From:

RICH BERCINI
124 SEVILLE CHASE DR.
WINTER SPRINGS, FL. 32708

407-671-7836
Telephone Number

FILED
02 JAN 25 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

01-31-02

ARTICLES OF INCORPORATION
OF

RICH CAPITAL LENDING, INC.

FILED

02 JAN 25 PM 12:59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be RICH CAPITAL LENDING, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

124 SEVILLE CHASE DR.
WINTER SPRINGS
FL. 32708

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000.

ARTICLE IV INITIAL REGISTERED AGENT AND
ADDRESS

The name and address of the initial registered agent is:

RICH BERCINI
124 SEVILLE CHASE DR.
WINTER SPRINGS
FL. 32751

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

RICH BERCINI (PRESIDENT)
1324 MONTE LANE
WINTER PARK
FL. 32792

ARTICLE VI PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the first right to purchase shares (and convertible security into shares) of any class kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorizes) , including shares from the treasure of the corporation, in the ratio that the number of shares that he holds at the time of issue bares to the total number of shares held by any shareholder who doesn't exercise it and pay for the shares preempted within thirty (30) days of the receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights.

The undersigned has executed these Articles of Incorporation this
18th day of January, 2002.

Rich Bercini

Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

RICH CAPITAL LENDING, INC.

2. The name and address of the registered agent and office is:

RICH BERCINI
124 SEVILLE CHASE DR.
WINTER SPRINGS
FL. 32708

Signature: _____

Rich Bercini

Title: _____

President

Date: _____

1/18/02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Rich Bercini - President

Date: _____

1/18/02