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The Law Offices of
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February 28, 2002

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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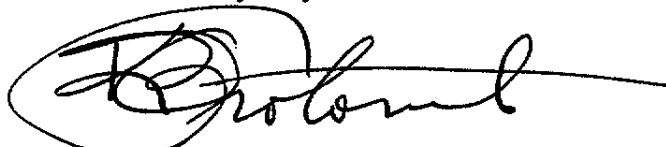
RE: Articles of Incorporation
RITCH, Inc.

Dear Administrator:

Enclosed please find duplicate originals of the Articles of Incorporation and the Certificate Designating Registered Agent and Registered Office for the newly organized corporation, RITCH, Inc. Also enclosed is a check in the amount of seventy-eight dollars and seventy-five cents (\$78.75) as payment of the filing fees and for a certified copy of the Articles of Incorporation.

Please do not hesitate to call me should you need additional information or have any questions about the enclosed Articles. Thank you for your attention to this matter and for returning a set of certified originals to my office at your earliest convenience. Until then, I remain

Yours very truly,



Kenneth G. Protonentis, Esq.

KGP:fms

Enclosures (3)

FILED
02 MAR - 1 AM 8:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

member: American Bar Association Forum on Franchising,
District of Columbia Bar, The Florida Bar, and Oregon State Bar

03-09-02

**ARTICLES OF INCORPORATION
FOR
RITCH, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the Corporation is RITCH, Inc. and its duration shall be perpetual.

ARTICLE II

The Corporation is organized pursuant to the provisions of Section 607.0101 et seq. of The Florida Business Corporation Act of 1990, as amended.

ARTICLE III

The Corporation is a corporation for profit and is organized to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue and the par value of each of these shares is One Thousand (1,000) shares of Common Stock with no par value.

ARTICLE V

At all times, each holder of Common Stock of this Corporation shall be entitled to one vote for each share of such stock standing in the holder's name on the books of the Corporation. This Corporation shall not have cumulative voting.

ARTICLE VI

No shareholder of the Corporation shall have any preemptive or other first right to acquire any treasury shares or any additional issue of shares of stock or other securities of the Corporation, either presently authorized or to be authorized. This Article VI shall not prohibit the granting of any such right to any shareholder pursuant to any contract or other agreement.

ARTICLE VII

Any directorship to be filled by reason of an increase in the number of directors of this Corporation may be filled by the unanimous vote of the Board of Directors then in office. Any such directorship not so filled by the Board of Directors shall be filled by election at the next annual meeting of the Shareholders or at a special meeting of the Shareholders called for that purpose.

Articles of Incorporation
RITCH, Inc.

ARTICLE VIII

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Business Corporation Act any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of this Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of this Corporation, or serves or served at the request of the Corporation as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The right to and amount of indemnification shall be determined in accordance with the provisions of the Business Corporation Act in effect at the time of the determination.

ARTICLE IX

Any contract or other transaction or determination between the Corporation and one or more of its directors, or between the Corporation and another party in which one or more of its directors are interested, shall be valid notwithstanding the presence or participation of such director or directors in a meeting of the Board of Directors which acts upon or in reference to such contract, transaction or determination, if the fact of such interest shall be disclosed or known to the Board of Directors and it shall authorize or approve such contract by a vote of the majority of the disinterested directors present and entitled to vote. Such interested director or directors may be counted in determining whether a quorum is present at any such meeting, but shall not be entitled to a vote on such contract, transaction or determination, and shall not be counted among the directors present for purposes of determining the number of directors constituting the majority necessary to carry such vote. If not authorized or approved by a majority of the disinterested directors as provided above, such contract, transaction or determination shall nevertheless be valid if ratified or approved by a vote of the Shareholders. Such interested director or directors shall not be disqualified from voting as Shareholders for ratification or approval of such contract, transaction or determination which should otherwise be valid under applicable law.

ARTICLE X

The Corporation shall have the right to purchase or otherwise acquire its own shares to the extent of the aggregate of unreserved and unrestricted earned surplus available thereof and unreserved and unrestricted capital surplus available therefor.

ARTICLE XI

The street address of the registered office of the Corporation is 1591 Gulf Boulevard, Penthouse 2, Clearwater, Florida 33767-2997 and the registered agent of the Corporation at such address is Kenneth G. Protonentis, Esq.

Articles of Incorporation
RITCH, Inc.

ARTICLE XII

The street address of the corporate headquarters and principal business offices of the Corporation 8824 Cadhay Drive, Hudson, Florida 34667.

ARTICLE XIII

The Affiliated Transaction provisions which are set forth in Section 607.0901 of the Business Corporation Act shall not apply to this Corporation.

ARTICLE XIV

The number of directors constituting the Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as the directors until the next annual meeting of the shareholders or until their successors are elected and shall qualify are:

Rose DeNaro
8824 Cadhay Drive
Hudson, Florida 34667

Mitch Nusbaum
931 Cranford Avenue
North Woodmere, New York 11518

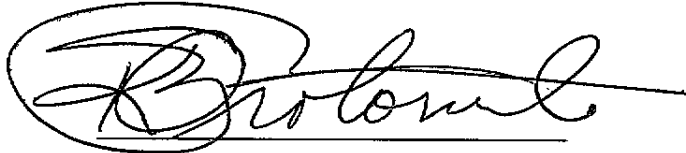
ARTICLE XV

The name and address of the Attorney at Law who filed these Restated Articles of Incorporation as authorized and directed by the Board of Directors with the unanimous approval of the Shareholders is:

Kenneth G. Protonentis, Esq.
1591 Gulf Boulevard, Penthouse 2
Clearwater, Florida 33767-2997

*Articles of Incorporation
RITCH, Inc.*

IN WITNESS WHEREOF, the undersigned Attorney at Law, as authorized and directed by Resolutions of both the Board of Directors and the Shareholders of the Corporation dated the 22nd day of February 2002, has caused these Articles of Incorporation to be duly executed this ____ day of February 2002.

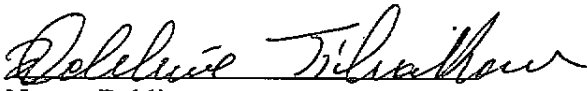


Kenneth G. Protonentis, Esq.

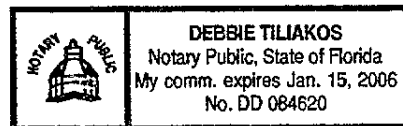
STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this ____ day of February 2002 by Kenneth G. Protonentis, Esq. to me known to be the Attorney at Law who executed the foregoing on behalf of RITCH, Inc.

The following identification was provided:


Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0502 of The Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the change of its registered agent and registered office in the State of Florida.

The name of the Corporation and its principal business address are:

RITCH, Inc.
8824 Cadhay Drive
Hudson, FL 34667

Telephone: (727) 862-1872


The name and address of the registered agent and office are:

Kenneth G. Protonentis, Esq.
1591 Gulf Boulevard, Penthouse 2
Clearwater, Florida 33767-2997

Telephone: (727) 596-3435

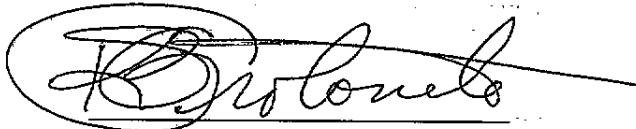
FAX: (727) 596-2076

e-mail: ken.pro@gte.net



Rose DeNaro, President
RITCH, Inc.
February 28, 2002

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of The Florida Business Corporation Act.



Kenneth G. Protonentis, Registered Agent
RITCH, Inc.
February 28, 2002

FILED
02 MAR - 1 AM 8:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA