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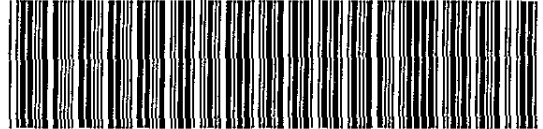
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TALLAHASSEE FLORIDA

15 7/18/03

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FLANIGAN
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& SHEEHAN
P.A.**

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OF COUNSEL:
DANIEL K. CORBETT
THOMAS A. HICKEY
WILLIAM J. PAYNE

July 10, 2003

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation

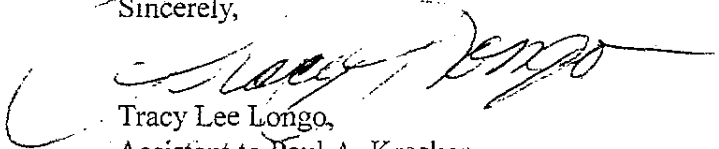
Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for ValueRich, Inc. along with a check in the amount of \$70.00 to cover your costs associated with filing the same. Please file the enclosed and forward a date stamped copy of the articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

Also enclosed is a letter authorizing the use of the name and also Articles of Dissolution and our check in the amount of \$25.00. Please file the enclosed and forward a date stamped copy of the articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,


Tracy Lee Longo,
Assistant to Paul A. Krasker

/tll
Enclosures

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2003 JUL 11 PM 4:24
TALLAHASSEE FLORIDA

VALUERICH, L.L.C.
1430 N. Ocean Boulevard
Palm Beach, FL 33480

July 1, 2003

03 JUL 11 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: ValueRich

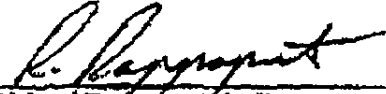
Dear Sir/Madam:

I am the current Manager of the ValueRich, L.L.C. Please let this letter serve as my written authorization that the name of ValueRich may be used in the incorporation of ValueRich, Inc. I am simultaneously dissolving ValueRich, L.L.C.

If you have any questions or comments concerning the above, please do not hesitate to call.

VALUERICH, L.L.C.

By: WestPark Holdings, L.L.C., a California
limited liability company, its Manager

By: 
Richard Rappaport, ~~its President~~

2003 JUL 11 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Articles of Incorporation

of

ValueRich, Inc.

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2003 JUL 11 PM 4:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be ValueRich, Inc. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 1430 N. Ocean Boulevard, Palm Beach, FL 33480.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue two classes of Common Stock with a total of One Hundred Million (100,000,000.00) shares at One Cent (\$.01) par value.

ARTICLE V
Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

Joseph Visconti	1430 N. Ocean Boulevard Palm Beach, FL 33480
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ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

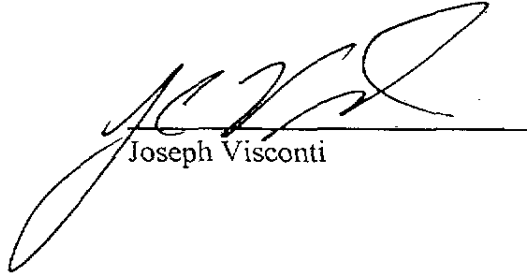
ARTICLE X
Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Incorporator

The name and address of the person signing these Articles is as follows: Joseph Visconti,
1430 N. Ocean Boulevard, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 15th day of July, 2003.

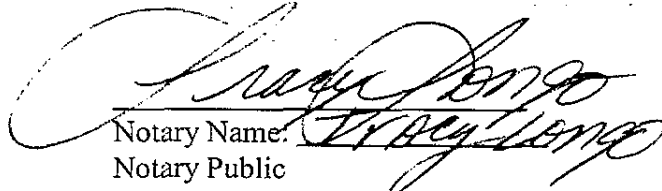

Joseph Visconti

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

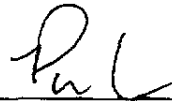
The foregoing instrument was acknowledged before me this 15th day of July, 2003, by
Joseph Visconti, as Incorporator of ValueRich, Inc., on behalf of the Corporation, and he is
personally known to me or has produced _____ as identification and did
take an oath.



(NOTARY STAMP)


Notary Name: Tracy Longo
Notary Public
Serial (Commission) Number _____
(if any) _____

I hereby accept appointment as Registered Agent of ValueRich, Inc. as provided in Article VII,
hereof.


Paul A. Krasker, Esq.
Registered Agent

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TALLAHASSEE FLORIDA