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JUPITER LAW CENTER

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Attorneys at Law

RICHARD P. GUMSON *
ADAM S. GUMSON
* also admitted to New York Bar

December 20, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: Riches of the North, Ltd., INC.

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation relative to the above corporation.

Kindly file the original and return the copy along with your customary receipt.

My check, in the amount of \$70.00, is also enclosed in payment of your fees.

Thank you for your anticipated courtesies and prompt attention to this matter.

*Sandy gave auth
by phone to add the
suff. 1/3/96
DMC*

ASG:sa
Encs.

Very truly yours,

JUPITER LAW CENTER

[Signature]
Adam S. Gumson

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*****70.00 *****70.00

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95 DEC 26 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 DEC 26 AM 11:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RICHES OF THE NORTH, LTD. , INC.

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such orporation:

ARTICLE I

The name of the Corporation is:

RICHES OF THE NORTH, LTD. , INC.

ARTICLE II

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The Corporation is organized to conduct any and all lawful business.

ARTICLE IV

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE V

This Corporation shall indemnify and insure its Officers and Directors, or any former Officers and Directors, to the fullest extent permitted by law either now or thereafter.

ARTICLE VI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders, but the Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII

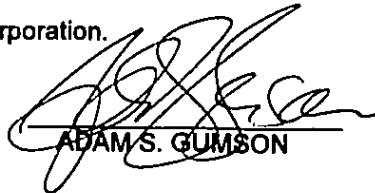
To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two or more persons and the Directors may rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by such committee.

ARTICLE VIII

REGISTERED AGENT/OFFICE AND MAILING ADDRESS

The address of the initial mailing office of the Corporation is: c/o JUPITER LAW CENTER, Chasewood Plaza - Suite 30, 6390 Indiantown Road, Jupiter, Florida 33458, with the privilege of having its offices and branch offices at other places within or without the State and the name of its initial registered agent at such address is: ADAM S. GUMSON, ESQ., who hereby acknowledges that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

Registered Agent's Acceptance:


ADAM S. GUMSON

ARTICLE IX

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until her successors are elected and shall qualify are:

NAME

REGINA LIUDZENE

ADDRESS

170 Celestial Way
Juno Beach, FL 33408

ARTICLE X

The name and address of the Incorporator is:

NAME
REGINA LIUDZENE


ADDRESS
170 Celestial Way
Juno Beach, FL 33408

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on this 19 day of December, 1995.


REGINA LIUDZENE

STATE OF FLORIDA) SS.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th day of
December, 1995, by REGINA LIUDZENE, who is personally known to me or who has
produced a Drivers License as identification, and who did not take an oath.


NOTARY PUBLIC, State of Florida



Richard P. Gannon
My Commission Expires 02/12/99
Commission No. CC436727

NOTARY'S NAME PRINTED, STAMPED OR TYPED