

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.) Richman Group TC, Inc.
(CORPORATE NAME & DOCUMENT #)

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D. BROWN DEC 19 1996

**Articles of Incorporation
of**

RICHMAN GROUP TC, INC.

**EFFECTIVE DATE
12-16-96**

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

RICHMAN GROUP TC, INC.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

**RICHMAN GROUP TC, INC.
ATTN: Mr. James Ekbatani
9452 South U.S. 1
Port St. Lucie, Florida 34952**

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible 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 authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it any pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his

pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its Corporate existence on December 16, 1996. This Corporation shall have perpetual existence.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Richman Group TC, Inc.
ATTN: Mr. James Ekbatani
9452 South U.S. 1
Port St. Lucie, Florida 34952

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Richman Group TC, Inc.
ATTN: Mr. James Ekbatani
9452 South U.S. 1
Port St. Lucie, Florida 34952

ARTICLE VIX. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE X. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of December 12, 1996.

RICHMAN GROUP, TC, INC.

By: _____

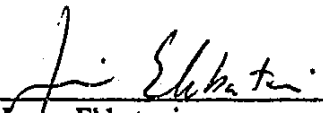
James Ekbatani
James Ekbatani
Incorporator

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of RICHMAN GROUP TC, INC., in its Articles of Incorporation at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

RICHMAN GROUP TC, INC.

By: 
James Ekbatani

Dated: December 18th, 1996