



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 658252 11513A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 70.00

ORDER DATE : January 6, 1998

ORDER TIME : 9:17 AM

ORDER NO. : 658252-010

100002390521--8

CUSTOMER NO: 11513A

CUSTOMER: James Marx, Esq
JAMES A. MARX, ESQ

Suite 1870
200 South Biscayne Boulevard
Miami, FL 33131-2377

DOMESTIC FILING

NAME: RICHLACE, INC.

EFFECTIVE DATE: 1-1-98

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -6 AM 11:51

RECEIVED
98 JAN -6 AM 10:02
DIVISION OF CORPORATION
1/6/98

EFFECTIVE DATE

01/01/98

ARTICLES OF INCORPORATION

OF

RICHLACE, INC.

(a Florida corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -6 AM 11:51

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is RICHLACE, INC.

ARTICLE II

The address of the principal office of the Corporation is c/o Richland Mills, Inc., 3965 E. 10th Court, Hialeah, Florida 33013.

ARTICLE III

The effective date of the filing of these Articles of Incorporation shall be January 1, 1998.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 1,000, all of which shall be Common Stock, and which shall have a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters which shareholders have the right to vote.

ARTICLE V

RESIDENT OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be Suite 1870, First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be James Marx, Esq.

ARTICLE VI

INCORPORATOR

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

Name

Address

James A. Marx, Esq.

Suite 1870
First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of January, 1998.



James A. Marx

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RICHPLACE, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to the Florida Business Corporation Act.

DATE: January 1, 1998.



James A. Marx

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -6 AM 11:51