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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RICHARDS VIDEO INTERNATIONAL, INC. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- Walk in, Pick up time 2:00, Certified Copy, Mail out, Will wait, Photocopy, Certificate of Status

Table with 2 columns: Filing Type, Description. Includes Profit, NonProfit, Limited Liability, Domestication, Other.

Table with 2 columns: Amendment Type, Description. Includes Amendment, Resignation of R.A., Officer/Director, Change of Registered Agent, Dissolution/Withdrawal, Merger.

Table with 2 columns: Other Filings, Description. Includes Annual Report, Fictitious Name, Name Reservation.

Table with 2 columns: Registration/Qualification, Description. Includes Foreign, Limited Partnership, Reinstatement, Trademark, Other.

RECEIVED 98 AUG 13 AM 11:01 98 AUG 13 PM 4:33 DIVISION OF CORPORATION STATE SECRETARY OF STATE FLORIDA

AUG 13 1998

Examiner's Initials

ARTICLES OF INCORPORATION  
OF

Richards Video International, Inc.

FILED  
98 AUG 13 PM 1:33  
TALLAHASSEE FLORIDA

The undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the information, rights, privileges, immunities and liabilities of incorporations for profit, and subject to the following provisions:

ARTICLE - I

The name of the corporation shall be: Richards Video International, Inc.

ARTICLE - II

This corporation shall have perpetual existence.

ARTICLE - III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE - IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at any one time is Five Hundred (500) shares of common stock at \$2.00  
( Two Dollars ) per share.

ARTICLE - V *Principal*

The post office address of the initial registered office of this corporation in the State of Florida is: 4451 NW 36th St. #103, Miami Fl. 33166

The name of the initial registered agent at such address is:

ROBERTO RICHARDS,

ARTICLE - VI

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, no more than seven, and shall be fixed by resolution of the stockholders at a regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE - VII

The Board of Directors may from time to time move the registered office to any other address in Florida whenever the Directors may deem necessary or expedient.

R.R.

ARTICLE - VIII

The name and post office address of the members of the Board of Directors who shall serve as members thereof are as follows:

<u>BOARD OF DIRECTORS</u>	<u>ADDRESS</u>
Roberto Richards (President)	4451 N w 36th St. #103 Miami FL.33166
Maria L. Ricchards (Secretary)	4451 NW 36 St. #103 Miami FL, 33166

The name and the post office address of the subscribers to these Articles of Incorporation and the number of shares of stock each agree to take is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Roberto Richards	4451 NW 36th St.#103, Miami FL. 33166	500

ARTICLE - IX

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of the Articles of Incorporation, shall have all the general and additional power now conferred upon it by the law.

ARTICLE - X

Amendments to the Articles of Incorporation, Merger, Consolidation or Dissolution shall be approved and submitted to the Stockholders for unanimous approval. Thirty days notice shall be provided.

ARTICLE - XI

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of their corporations shares of property through merger of the extinguishment of debts.

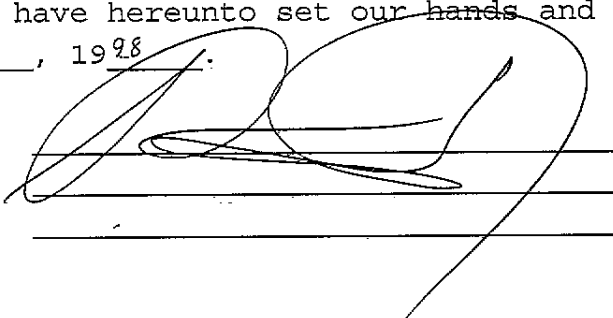
Preemptive rights (NOT) apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

These articles pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and signature, this 10 day of August, 1998.

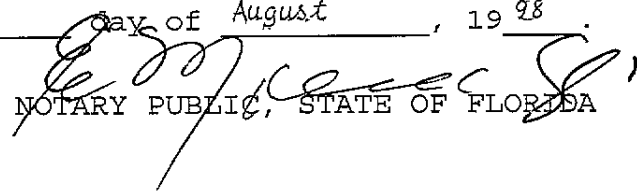


STATE OF FLORIDA ( )  
COUNTY OF DADE (SS)

BEFORE ME, the undersigned authority, duly authorized to administer oath and take acknowledgements, personally appeared:  
Roberto Richards

Who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official Seal a Miami, Dade County Florida, this 10 day of August, 1998.

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission Expires  
 **ELIO MORLANNE**  
COMMISSION # CC756700  
EXPIRES JUL 06, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY

FILED  
98 AUG 13 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING CHANGE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

In pursuance of chapter 48.091, Florida statutes, the  
is submitted, in compliance with said Act:

First-That Richards Video International Inc.  
qualified to do business under the laws of the State of  
Florida with its principal office at 4451 NW 36th St. #103,  
of Miami State of Florida  
has appointed Roberto Richards

(Street address and number of building, Post Office  
Box of acceptable).

City of Miami County of Dade

State of, as its agent to accept service of process within  
this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for  
the above stated corporation, at place designated in  
this Certificate, I hereby accept to act in this  
capacity, and agree to comply with the provision of said  
Act relative to keeping open said office.

By

(Registered Agent)