



P980000081481

2499 Glades Road • Suite 308 • Boca Raton, Florida 33431

(561) 417-0880 • Fax (561) 417-0230 or (954) 227-2628

August 27, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000002642660--1
-09/17/98-01086-019
***245.00 ***122.50

Re: Filing of Articles of Incorporation

Dear Madam or Sir:

In regard to the above referenced matter, please find enclosed original and copy of Articles of Incorporation for the following:

Stitch Creations, Inc.
RPG Management, Inc.

I am enclosing two checks, each in the amount of \$122.50, for a total of \$245.00, payable to the Department of State, as well as a self-addressed, stamped envelope, for their return.

We would appreciate your filing same, and returning a certified copy, as soon as possible.

Thank you for your prompt attention to this matter.

Sincerely,

Frank Scannavino

Enclosures

Frank Scannavino GAVE
AUTHORIZATION BY PHONE TO
CORRECT heading last.
DATE 9/21/98
ECC TEAM TA

FILED
98 SEP 17 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note - K-1 M-144
returned with
articles
advised Frank S.

TA - 9/21/98

ARTICLES OF INCORPORATION OF

RPG MANAGEMENT, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation act, hereby adopt the following articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

RPG MANAGEMENT, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2499 Glades Road, Suite 308
Boca Raton, Florida 33431

ARTICLE III: SHARES

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar(\$1.00) par value common stock.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Frank J. Fiore
2499 Glades Road, Suite 308
Boca Raton, FL 33431

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Edward Robertson
2499 Glades Road, Suite 308
Boca Raton, Florida 33431

FILED
98 SEP 17 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director is:

Edward Robertson
2499 Glades Road, Suite 308
Boca Raton, Florida 33431

ARTICLE VII: BY-LAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE VIII: RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to each of the following Shareholders in the amount set opposite the Shareholders name:

Edward Robertson	5000 shares
------------------	-------------

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders, if any, or to this corporation.

The price and terms of which, and the time limit within which such shares may be offered and sold, shall be further specified by written agreement among all the shareholders, if any, and this corporation.

ARTICLE IX: CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by majority of stockholders.

ARTICLE X: SHAREHOLDER QUORUM AND VOTING

Fifty-one percent of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI: SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XII: MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XIV: POWERS

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the directors present shall be the act of the Board of Directors.

ARTICLE XV: MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended, in fact, in person, by each director.

ARTICLE XVI: INDEMNIFICATION

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

ARTICLE XVII: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this day of August, 1998.


EDWARD ROBERTSON

STATE OF FLORIDA
COUNTY OF

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EDWARD ROBERTSON, known to and by me to be the person who executed the foregoing Articles Of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

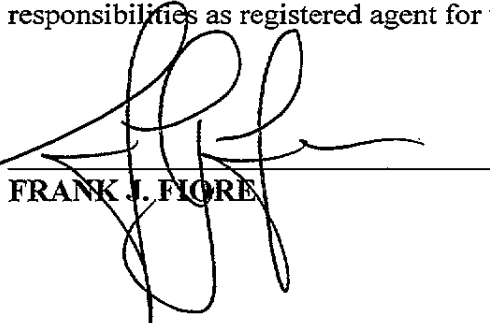
IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 2 day of August, 1998.


NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT

I hereby certify and acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.


FRANK J. FIORE

FILED
98 SEP 17 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA