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FILING COVER SHEET

REFERENCE:	0174.4143								
DATE:	10/13								
CONTACT:	CINDY HICKS								
FROM:	CORPORATE & CRIMINAL RESEARCH SERVICES								
	103 N. MERIDIAN STREET								
	TALLAHASSEE, FL 32301								
TELEPHONE:	222-1173								
SUBJECT:	Rich Offerings , Inc.								
PLEASE FILE: ARTICLES OF INC.	80002683048—-5 -10/14/9801004-002 *****78.75 *****78.75 () AMENDMENT () DISSOLUTION								
() ANNUAL REPORT	() MERGER () WITHDRAWAL								
() QUALIFICATION	() LIMITED PARTNERSHIP () ANNUAL REPORT								
() FICTITIOUS NAME	() LIMITED LIABILITY () REINSTATEMENT AS 8								
() TRADEMARK/SERVICE									
PROVIDE US WITH: CERTIFIED COPY	() CERTIFICATE OF STATUS OF STAMPED COPY STAMPED COPY STATUS OF STATUS OF STATUS OF STAMPED COPY OF STATUS OF STATUS OF STAMPED COPY OF STATUS OF STATUS OF STAMPED COPY OF STATUS OF STATU								
Examiner's Initials	BECEINED								
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ARTICLES OF INCORPORATION

OF

RICH OFFERINGS, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

RICH OFFERINGS, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

98 OCT II AM 8: 44
SECRETARY OF STATE
TALLAHASSEF, FLOSE

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 240 45th Avenue, St. Petersburg Beach, Florida 33706.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 240 45th Avenue, St. Petersburg Beach, Florida 33706 and the registered agent at such office is Marnie Handsman.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Marnie Handsman 240 45th Avenue

St. Petersburg Beach, FL 33706

Mario Racanelli 240 45th Avenue

St. Petersburg Beach, FL 33706

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

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

Marnie Handsman

240 45th Avenue St. Petersburg Beach, FL 33706

	The undersigned	has	executed	these	Articles	this	 day
of	October		1998.				

Marnie Handsman

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for RICH OFFERINGS, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

10-8-98

Marnie Handsman, Registered Agent

SECRETARY OF SIA