



CREDIT FIX USA

Credit Restoration Specialists

8500 S.W. 8 STREET, SUITE 204
MIAMI, FLORIDA 33144, U.S.A.

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P99000098475

November 5, 1999

Florida Department of State
Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

100003038351--6

-11/08/99-01110-016

*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find the following documents:

1. Original Articles of Incorporation for RICHARD LEE, INC.
2. Check #63-60/660 on the amount of \$78.75, as appropriate fee.

If you have any question, please do not hesitate to call us at (305) 261-8000.

Truly yours,

OUR 5TH
ANNIVERSARY

CREDIT FIX

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
RICHARD LEE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is: **RICHARD LEE, INC.**

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 1000, shares of par value
With a par value of \$ 1.00 per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such addresses is:

RICHARD L. BARBARA
8500 SW 8th Street, Suite #204
MIAMI, FL 33144
MIAMI-DADE COUNTY

THE PRINCIPAL ADDRESS IS THE SAME.

ARTICLE IV
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

RICHARD L. BARBARA
8500 SW 8th Street, Suite #204
Miami, FL 33144
Miami-Dade County

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TALLAHASSEE, FLORIDA

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

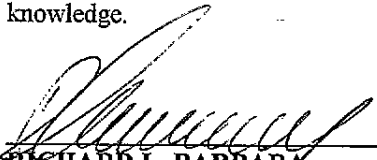
**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


RICHARD L. BARBARA
8500 SW 8th Street, Suite #204
Miami, FL 33144
Miami-Dade County

ACCEPTANCE OF REGISTER AGENT

The undersigned hereby accepts appointment as initial register agent of the above Corporation.


RICHARD L. BARBARA