

F 96000005305

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Goldcon Ventures, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Paul G. Kahn
(Name of Person)

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-10/11/96--01067--005
*****78.75 *****78.75

Goldcon Ventures, Inc.
(Firm/Company)

221 Ponte Vedra Park Drive, #400
(Address)

Ponte Vedra Beach, FL 32082
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Paul G. Kahn at (904) 285-8617
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 11 PM 4:00

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Goldcon Ventures, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 59-3395528
(FEI number, if applicable)
4. 7/29/96
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 10/14/96
(Date first transacted business in Florida, (SEE SECTIONS 607.1501, 607.1502, AND 607.155, F.S.))
7. 221 Ponte Vedra Park Drive, #400
Ponte Vedra Beach, FL 32082
(Current mailing address)
8. Property Development
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)
Paul G. Kahn
Name: 221 Ponte Vedra Park Drive #400
Office Address: 221 Ponte Vedra Park Drive #400
Ponte Vedra Beach, Florida, 32082
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Paul G. Kahn
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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ID:

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Director
Chairman: Marvin Goldberg
Address: 221 Ponte Vedra Park Drive #300
Ponte Vedra Beach, FL 32082

Director
Vice Chairman: Paul G. Kahn
Address: 221 Ponte Vedra Park Drive #400
Ponte Vedra Beach, FL 32082

Director: Sara Goldberg
Address: 221 Ponte Vedra Park Drive #300
Ponte Vedra Beach, FL 32082

Director: Cathleen Kahn
Address: 221 Ponte Vedra Park Drive #400
Ponte Vedra Beach, FL 32082

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Marvin Goldberg
Address: 221 Ponte Vedra Park Drive #300
Ponte Vedra Beach, FL 32082

Vice President: _____
Address: _____

Secretary: Paul Kahn
Address: 221 Ponte Vedra Park Drive #400
Ponte Vedra Beach, FL 32082

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Paul G. Kahn
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul G. Kahn
(Typed or printed name and capacity of person signing application)

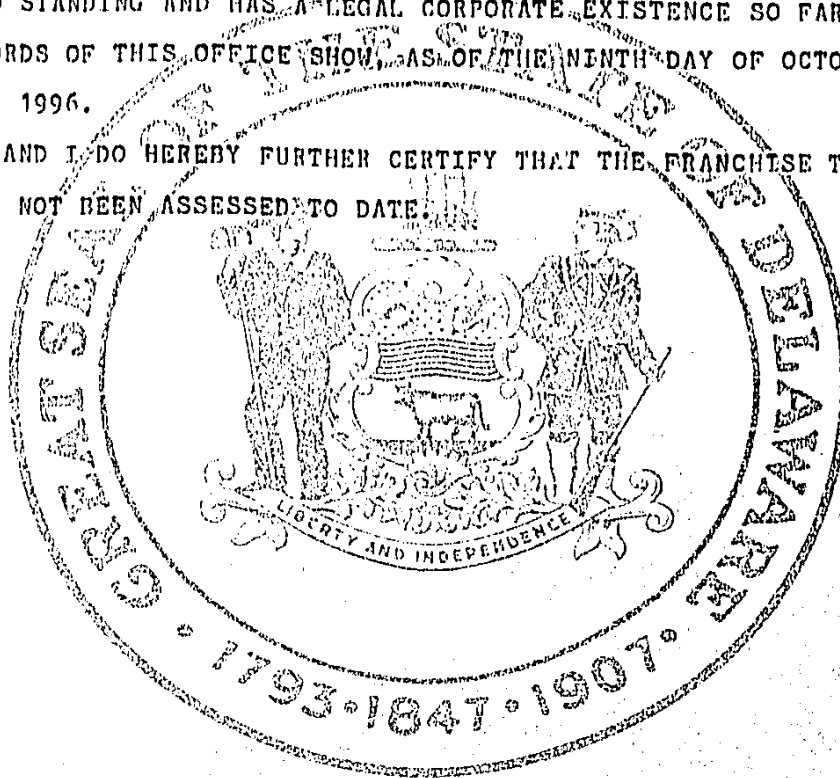
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOLDCON VENTURES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 11 PM 4:24



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8140976

DATE: 10-09-96