

GAGEL LAW FIRM

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July 17, 2013

Department of State
Division of Corporations
New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Tel: (850) 245-6052

Subject: **Raining Gold Mining, Inc.**

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for: \$87.50 for the Filing Fee, Certificate of Status & Certified Copy.

Please return the requested documents to the undersigned.

Sincerely,


James Gagel, Esq.

ARTICLES OF INCORPORATION
of
RAINING GOLD MINING, INC.

FILED
13 JUL 19 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is Raining Gold Mining, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 2813 Executive Park Drive, Suite 102, Weston, FL 33331

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2030 S. Douglas Rd., Suite 109, Coral Gables, FL 33134. The name of the registered agent at such address is James Gagel, Esq.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock"), \$0.0001 par value per share.

ARTICLE VI

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Directors named herein and those elected at the first annual meeting and at all times thereafter shall serve for a term of one year or until the annual meeting of shareholders following the election of Directors and until the qualification of their successors in office.
2. Annual meetings shall be held at annually at the principal office of the corporation or as such other places and times as the Board of Directors may designate from time to time by resolution.
3. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.
4. The names and addresses of the persons who are to serve as the initial Directors are:

Director: Edgar Marval

Address: 2813 Executive Park Drive, Suite 102, Weston, FL 33331

Director: Mohannad Ilbih

Address: 2813 Executive Park Drive, Suite 102, Weston, FL 33331

Director: Jorge Mendez

Address: 2813 Executive Park Drive, Suite 102, Weston, FL 33331

5. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VII

Officers

1. The Board of Directors shall elect the President, Vice President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially such officers are to be named in these Articles of Incorporation, and thereafter elected at the annual meeting of the Board of Directors.
2. The names and addresses of the persons who are to serve as the initial officers are:

President, Secretary: Edgar Marval

Address: 2813 Executive Park Drive, Suite 102, Weston, FL 33331

Vice President, Assistant Secretary: Mohannad Ilbih

Address: 2813 Executive Park Drive, Suite 102, Weston, FL 33331

Vice President: Jorge Mendez

2813 Executive Park Drive, Suite 102, Weston, FL 33331

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

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TALLAHASSEE, FLORIDA

ARTICLE X

Indemnification

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

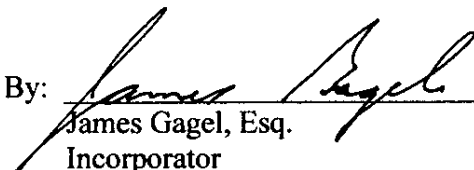
ARTICLE XI

Incorporator

The name and street address of the Incorporator of the Corporation is: James Gagel, Esq., 2030 S. Douglas Rd., Suite 109 Coral Gables, FL. 33134

IN WITNESS WHEREOF, the undersigned, for the purpose of filing these Articles of Incorporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Miami, Miami-Dade County, Florida, and this 16th day of July, 2013.

By: 
James Gagel, Esq.
Incorporator

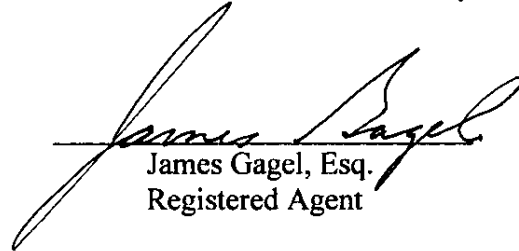
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as Registered Agent and registered office of Raining Gold Mining, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as Registered Agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its

duties, and the undersigned is familiar with and accepts the obligations of its position as Registered Agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 16nd day of July, 2013.


James Gagel, Esq.
Registered Agent

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