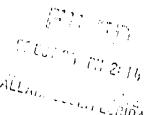
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890 S.W. 8		
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):		
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NEW FILINGS	AMENDMENTS	
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NonProfit	Resignation of R.A., Officer/ Direct	or >
Limited Liability	Change of Registered Agent	
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Other	Merger	
OTHER FILINGS Annual Report	REGISTRATION/ QUALIFICATION	
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Examiner's Initials SN

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ARTICLES OF INCORPORATION OF GOLD MASTERS INC.



I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this corporation shall be:

GOLD MASTERS INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV - TERM OF EXISTENCE.

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

Dennis A. Koltun, Esq. 7101 S.W. 102nd Avenue Miami, Florida 33173

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The initial principal office of the corporation shall be at 7101 S.W. 102nd Avenue, Miami, Florida 33173. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida. The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTOR

The name of the initial director of this corporation and his street address is:

James Diersing 2801 S.W. 109 Terra. e Davie, FL 33328

The person named as initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX - INCORPORATOR

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

Dennis A. Koltun, Esq. 7101 S.W. 102nd Avenue Miami, Florida 33173

ARTICLE X - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XI - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 22nd day of October, 1996.

Denni A-Kolt DENNIS A. KOLTUN STATE OF FLORIDA) SS.: COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared DENNIS A. KOLTUN, to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22nd day of October, 1996.

Notary Public, State of Florida

Printed Signature of Notary

My Commission Expires:

IRIS KRINSKY

COMMISSION # CC 300730

EXPIRES AUG 5, 1997

Allantic Bonding Co., Inc.

800-732-2245

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Flor Ja Statutes, the following is submitted, in compliance with said Act:

That GOLD MASTERS INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, Dade County, Florida, has named **DENNIS A. KOLTUN**, located at 7101 S.W. 102nd Avenue, Miami, Florida 33173, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Olhan A-Kolt-DENNIS A. KOLTUN