

TRANSMITTAL LETTER
P97000045429

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 19 AM 8:49

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Solid Gold Entertainment, Inc.
(Proposed corporate name - must include suffix)

5.00002183325--1
-05/19/97--01129--015
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Charles Amstone
Name (Printed or typed)

9 Harbor Oaks Cir
Address

Safety Harbor, FL 34695
City, State & Zip

813-726-6771
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Solid Gold Entertainment, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9 Harbor Oaks Circle
Safety Harbor, FL 34695

FILED
SECRETARY OF STATE
97 MAY 19 AM 8:49

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

~~10,000~~ 1,000
CA

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Charles Amstone
9 Harbor Oaks Circle
Safety Harbor, FL 34695

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

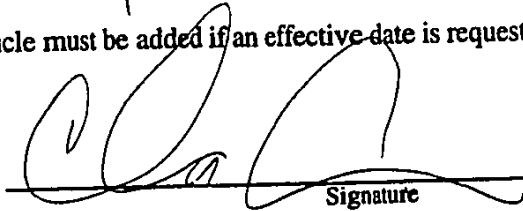
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Charles Amstone ~~_____~~
9 Harbor Oaks Circle
Safety Harbor, FL 34695

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

12 day of May, 1997.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 19 AM 8:49

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Solid Gold Entertainment, Inc.


2. The name and address of the registered agent and office is:

Charles Amstone
(NAME)

9 Harbor Oaks Cir
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Safety Harbor, FL 34695
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(SIGNATURE)

May 12, 1997
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314