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TO: DIVISION OF CORPORATIONS

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NAME: TIME IS GOLD, INC.

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ARTICLES OF INCORPORATION OF
TIME IS GOLD, INC.

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THE UNDERSIGNED, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

Name & Address

The name of the corporation is Time Is Gold, Inc., and its address shall be 2843 S. Bayshore Drive, Penthouse 1-A, Miami, Florida 33133.

Article II

Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of the State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of the State.

Article III

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have issued and outstanding is one thousand (1,000) Shares, having a one (\$.01) cent par value per share.

Prepared By: Francisco Dumenigo, Esquire Bar# 963917
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(305) 445-1222

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(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Voting in a cumulative fashion shall not be permitted.

Article V

Initial Registered Agent

The name of the initial registered agent of this Corporation is Paul Tociapski, and the street address of the initial registered agent of this Corporation is 2843 S. Bayshore Drive, Penthouse 1-A, Miami, Florida 33133.

Article VI

Director

(a) Number. This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the initial director of the Corporation is:

Name	Address
Paul Tociapski	2843 S. Bayshore Drive Penthouse 1-A Miami, Florida 33133

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Article VII

Officers

(a) Position. This Corporation shall have the following offices filled, by corporate resolution from the Board of Directors, and shall include the offices of the President, Secretary and Treasurer; others will be filled as so required.

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(b) Initial Officers. The title, name and street address of the initial Officers of the Corporation is:

Title	Name	Address
President	Paul Tociapski	2843 S. Bayshore Drive
Treasurer & Secretary		Penthouse 1-A Miami, Florida 33133

(c) Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Officers, and to fix the basis and conditions under which such compensation is paid. Any officer of the Corporation may also serve in another capacity and receive compensation therefore in any form.

Article VIII

Bylaws

The initial bylaws of this Corporation shall be adopted by the Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw or bylaws adopted by the Shareholders if they specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

Article IX

Incorporator

Paul Tociapski
2843 S. Bayshore Drive
Penthouse 1-A
Miami, Florida 33133

Article X

Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 22 day of April of 1997.

INCORPORATOR


Paul Tociapski

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

IN COMPLIANCE with Section 48.901 of the Florida Statutes, the following is submitted:

Time Is Gold, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, in the State of Florida, has named Paul Tociapski located at 2843 S. Bayshore Drive, Penthouse 1-A, Miami, Florida 33133 as its agent to accept service of process within Florida.

Incorporator:


Paul Tociapski

Dated this 29 day of April of 1997.

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent:


Paul Tociapski

Dated this 29 day of April of 1997.

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