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C. Reid Bierer

April 23, 2001

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Reply to:
West Palm Beach

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

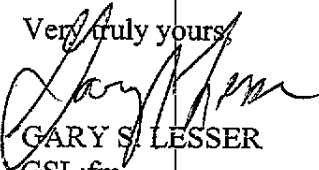
RE: SGOLD, Inc.

Dear Sir/Madam:

Enclosed please find the original, duly executed, and a copy of Articles of Incorporation for the above-named corporation together with this firm's check in the amount of \$78.75. (\$35.00 filing fee, \$35.00 registered agent fee and \$8.75 certified copy fee)

Please return a certified copy of the Articles at your earliest convenience. Thank you for your prompt attention to this matter.

Very truly yours,


GARY S. LESSER

GSL:fm
Encs.
cc: Client

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2001 APR 27 PM 1:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

gsl 5/1/01

ARTICLES OF INCORPORATION
OF
SGOLD, INC.

FILED

2001 APR 27 PM 1:18

SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation is SGOLD, INC.

250 Old Dixie Boulevard, Delray Beach, Florida 33404

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

- a) To look into and handle possible investment opportunities.
- b) To do any and all things that any natural person might do.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation is One Hundred (100) shares of no par value; all of which shall be common stock and shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation shall commence business is Five Hundred Dollars (\$500.00) capital money paid in.

ARTICLE V

The principal place of business of said corporation shall be at or at such other place as is, from time to time, designated by the Board of Directors.

ARTICLE VI

The number of Directors of this corporation shall not be less than one (1) nor more than nine (9).

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The name and post office address of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are chosen, shall be:

NAME:

ADDRESS:

David Felker

250 Old Dixie Boulevard, Suite 204
Delray Beach, Florida 33404

ARTICLE IX

The name and post office address of each subscriber is:

NAME:

SHARES:

ADDRESS:

David Felker

100

250 Old Dixie Boulevard, Suite 204
Delray Beach, Florida 33404

ARTICLE X

The Registered Agent of this corporation to serve until such time as the corporation sees fit to name a new Registered Agent shall be Gary S. Lesser, Esquire, 909 North Dixie Highway, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 23 day of April, 2001.

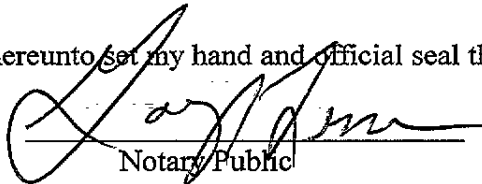


David Felker

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, personally appeared David Felker personally known to me, or who produced Drivers License as identification, and who executed the above and foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24 day of April, 2001..

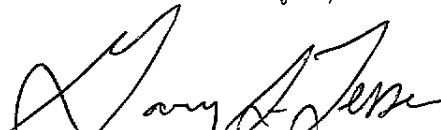


Notary Public
My Commission Expires:

CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to his appointment as Registered Agent of this corporation and confirms his address herein and agrees to serve in that capacity.

DATED at West Palm Beach, Florida, this 24th day of April, 2001.


GARY S. LESSER, Esquire

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SECRETARY OF STATE
TALLAHASSEE FLORIDA