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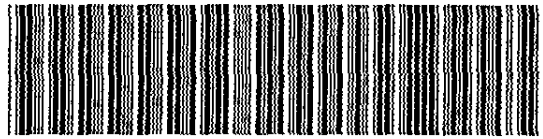
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**Law Firm of Sharna Davis Hatcher, P.A.
13899 Biscayne Blvd. Ste 129
North Miami Beach, FL 33181
305-341-3490**

December 11, 2002

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

Enclosed please find one original and one copy of the Articles of Incorporation for Golden Eagle, Inc., along with a check in the amount of Seventy Dollars (\$70.00).

If you have any questions or need more information, please call me at 305-341-3490 or write to me at the above-noted address. Thanks for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Sharna Davis Hatcher", written over a horizontal line.

**Sharna Davis Hatcher
Law Firm of Sharna Davis Hatcher, P.A.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GOLDEN EAGLE INC.**

Pursuant to the provisions of the Florida Not For Profit Corporations Act, Chapter 617 of the Florida Statutes, (the "Act"), as amended, the undersigned acting as incorporators of a corporation under the Act, hereby execute the following Articles of Incorporation.

***ARTICLE 1
CORPORATE NAME***

The name of the corporation is: Golden Eagle, Inc.

***ARTICLE 2
PURPOSES***

The corporation's purposes are:

2.1 To establish a retirement facility that enhances the quality of life for aging citizens whose lives have been committed to helping others. This facility would uniquely provide cross-generational interaction thereby enriching the lives of residents and those with whom they interact.

2.2 To establish educational support to children and adults by creating an educational enrichment center which will be comprised of a computer learning facility, and programming that includes academic tutoring, and a college scholarship fund.

2.3 To provide rehabilitation to those who have substance abuse problems.

2.4 To establish an archival repository for the preservation of objects of historical interest.

2.5 To conduct any other program that is consistent with the provisions of the Act.

***ARTICLE 3
BOARD OF DIRECTORS***

The corporation is organized upon a non-stock directorship basis. The number of directors elected to the board of directors and the method of election used shall be stated in the corporation's by-laws.

ARTICLE 4
FINANCING

The corporation is to be financed under the following general plan:
Public and Private Donations

ARTICLE 5
PRINCIPAL OFFICE

The address of the initial Principal Office is : 1601 N.W. 56 Street, Miami, FL 33142.

ARTICLE 6
INCORPORATORS

The names and addresses of the incorporators are:

- 1.Rev. C. E. Coleman
- 2.Rev. Alexander Bostic II
- 3.Ms. Mary W. Johnson
- 4.Rev. Dr. Tony Drayton
- 5.Mrs. Anel Mickins
- 6.Rev. W. H. Burrs

ARTICLE 7
REGISTERED AGENT

The name of the initial Resident Agent at the registered office is Sharna Davis Hatcher, Esq. The mailing address of the initial Registered Office is The Law Firm of Sharna Davis Hatcher, P.A., 13899 Biscayne Blvd., Ste. 129, North Miami Beach, FL 33181.

ARTICLE 8
501(C) (3) LIMITATIONS

8.1 No Private Inurement: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or any individual, except as reasonable compensation for services actually performed in furtherance of the purposes set forth in Article 2 hereof.

8.2 Activities: Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code.

8.3 Exclusivity: The corporation is organized purely for charitable and educational purposes.

8.4 Dissolution: Upon the winding up and dissolution of the corporation, after paying or providing for the payment of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government or to a state or local government for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes as stated in this subsection 8.4 or to such organization or organizations that the court shall determine and that are organized and operated exclusively for the purposes set forth in this subsection 8.4.

8.5 Lobbying and/or Political Campaigns: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE 9


INDEMNIFICATION

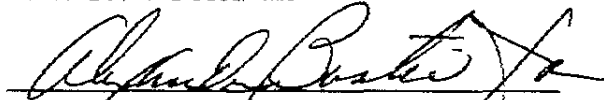
Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is a director or officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable and necessary expenses, including attorneys' fees incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any rights to which such director or officer (or such heirs, executors or administrators) may be entitled apart from this Article.

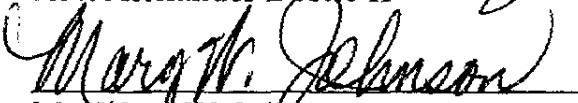
ARTICLE 10
EFFECTIVE DATE

The effective date of incorporation is December 11, 2002.

These Articles of Incorporation are hereby executed by the incorporators on this 10th day of December 2002.


Rev. C. E. Coleman


Rev. Alexander Bostic II


Ms. Mary W. Johnson

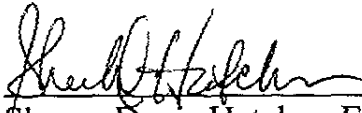

Rev. Dr. Tony Drayton


Mrs. Andel Mickins


Rev. W. H. Burrs

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Sharna Davis Hatcher, Esq.

Registered Agent

Dec 11, 2002
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA