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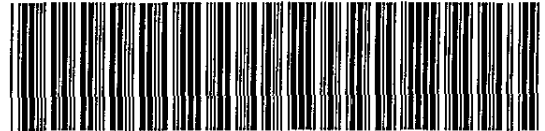
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

Of 101

GUNN, KASTER, BURGMEIER & YORK, L.L.P.

ATTORNEYS & COUNSELORS AT LAW

5800 ONE PERKINS PLACE DRIVE, BUILDING ONE
BATON ROUGE, LOUISIANA 70808
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DAVID S. GUNN (Board Certified Tax Attorney)
(Board Certified Estate Planning Specialist)
CRAIG L. KASTER (Zachary Office)
TIMOTHY W. BURGMEIER (Board Certified Tax Attorney)
TAMI TUCKER YORK

September 29, 2003

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

RE: Next Step to Gold, Inc. (A Non-Profit Corporation)


Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation (including the acceptance of the Registered Agent) and a check in the amount of \$78.75. We understand that this fee covers both the filing fee and the fee for one certified copy of the Articles of Organization.

Please return the certified copy of the Articles to us, as soon as possible. We provide an addressed, stamped envelope for this purpose.

If you have any questions or comments, please let us know. We appreciate your cooperation and assistance.

Sincerely,



Tami Tucker York

TTY: ek
Enclosure
cc: Sara Rosenkranz

NEXT STEP TO GOLD, INC.
(A NON-PROFIT CORPORATION)
ARTICLES OF INCORPORATION

STATE OF FLORIDA
COUNTY OF LAKE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN, that on this 25th day of September, 2003;

BEFORE ME, Sharon Stewart, a Notary Public in and for the County of Lake, State of Florida, personally came and appeared the undersigned party of the full age of majority whose signature is subscribed, who declared, in the presence of the undersigned competent witnesses, that, availing herself of the benefits and provisions of the Constitution of the State of Florida and the laws of the said State relative to the organization of non-profit corporations, she does by these presents form and organize herself as well as other persons who may hereafter join or become associates with her or her successors, into a non-profit corporation for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I

The name of the corporation is NEXT STEP TO GOLD, INC. (A Non-Profit Corporation).

ARTICLE II

This Corporation is a non-profit corporation.

ARTICLE III

This Corporation is formed exclusively for charitable, religious, educational, scientific and/or literary endeavors and fostering national and international amateur sports competition,

including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) purposes.

Solely for the above purposes, the Corporation is empowered to have any and all powers conferred by the laws of the State of Florida upon non-profit corporations and to do any and all things incidental, or necessary to, or consistent with the accomplishment of any or all of the foregoing purposes, including but without limitation thereon, to acquire by purchase, gift, will or otherwise, any real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of any part of such properties, and, to act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will, and to have and exercise the right to hold or manage such funds or property under the terms or conditions imposed by any trust, grant, agreement or will.

ARTICLE IV

This Corporation shall enjoy perpetual corporate existence.

ARTICLE V

The location and address of its registered office and principal place of business (and mailing address) is:

11915 Cypress Landing Avenue
Clermont, FL 34711

The full name and address of its registered agent is:

Emily L. Smith
11915 Cypress Landing Avenue
Clermont, FL 34711

ARTICLE VI

This Corporation shall be organized on a non-stock basis.

Membership rights shall not be transferable by assignment or sale, or by inheritance or testament upon the death of the member, and no rights of membership belonging to any member or former owner shall inure to any assignee, vendee, heir or legatee except as otherwise provided herein.

ARTICLE VII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be 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.

Notwithstanding any other provision 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 Section 501(c)(3) or 509(a)(1) and (2) of the Internal Revenue Code of 1986 (or the corresponding provision or provisions of any future United States Internal Revenue Law). Corporate powers of the Corporation shall be vested in the Board of Directors whose number shall not exceed nine.

The names of the first Board of Directors and their addresses are as follows:

Sara J. K. Rosenkranz
518 Disston Avenue
Clermont, FL 34711

Emily L. Smith
11915 Cypress Landing Avenue
Clermont, FL 34711

Jason Smith
11915 Cypress Landing Avenue
Clermont, FL 34711

Susan Puryear

The successor Board of Directors shall be elected annually by the membership and shall hold office for a period of one year, or until their respective successors have been duly elected and qualified.

ARTICLE VIII

A member may resign from this Corporation at any time provided written notice of such intention is given. The procedure and time for giving notice of resignation shall be established by the By-Laws.

ARTICLE IX

Corporate authority, administration and power shall be vested in a Board of Directors whose number shall be determined as follows: The President, Secretary and Treasurer of the Corporation elected by the membership shall be ex-officio members of the Board of Directors. When a new and different person is elected and takes office as President of the Corporation, the immediate Past-President shall ipso facto become a member of the Board of Directors to serve until the next succeeding new and different person is elected and takes office as President.

ARTICLE X

Amendments to these Articles may be adopted in any of the following fashions:

A. The Board of Directors shall submit, at a meeting of the membership, any proposed amendment initiated by the Board, or any proposed amendment submitted in writing to the Board and signed by two members of the corporation. Notice of the proposed amendment, together with notice of the time and place of the meeting which shall consider it, shall be given to the members in the manner provided for calling meetings of the membership. Should such proposed amendment, or any amendment germane thereto, be adopted by a two-thirds (2/3) vote of the members present and voting at such meeting, provided that a quorum is present at such meeting, the amendment shall be considered adopted.

B. A proposed amendment, or amendments, may be adopted in any other fashion permitted by the laws of Florida relative to non-profit corporations.

ARTICLE XI

The By-Laws of the Corporation shall be made and provided by the membership.

ARTICLE XII

The name and address of the incorporator of this Corporation is as follows:

Sara J. K. Rosenkranz
518 Disston Avenue
Clermont, FL 34711

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes stated in ARTICLE III, or to such organization or organizations organized and operated exclusively for charitable purposes that shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or other corresponding provisions of any future United States Revenue Law), in such manner, as the Board of Directors shall define. Any such assets

not disposed of shall be disposed of by the court of proper jurisdiction of the county in which the primary office of the Corporation is located, and shall be distributed exclusively for such purposes or to an organization or organizations which are organized and operated exclusively for such purposes.

THUS DONE AND SIGNED in Clermont, Florida, County of Lake, on the 20 day, month and year hereinabove set forth, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Kelly Chong

Sara J. K. Rosenkranz
SARA J. K. ROSENKRANZ, Incorporator

Wanee Helscher

Shannon Stewart
NOTARY PUBLIC

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09 OCT 20 2 PM 3:12
CLERK OF STATE
TALLAHASSEE, FLORIDA



ACCEPTANCE OF REGISTERED AGENT

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

WITNESSES

Kelly Chong
Wanee Helscher

Emily L. Smith
EMILY L. SMITH

Shannon Stewart
NOTARY PUBLIC

