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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GOLDWIN, INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 06 |
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ARTICLES OF INCORPORATION
OF
GOLDWIN, INC.

THE UNDERSIGNED, has executed the following document as Incorporator of the above-named Corporation, a Corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as Incorporators, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be:

GOLDWIN, INC.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:
 - To have perpetual succession by its corporate name;
 - To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
 - To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

This Instrument Prepared By:

Richard D. Tobin, P.A.

200 Southeast 18th Court

Fort Lauderdale, Florida 33316

(954) 763-7379

FL Bar No.: 796239

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TALLAHASSEE

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To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, to issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises, and income;

To lend money for its corporate purposes, to invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

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ARTICLE IV

The aggregate number of shares which this Corporation shall have authority to issue is the total sum of (100) shares, having an individual par value of (\$1.00) unless otherwise stated in these Articles, or in an amendment to these Articles, there shall be only one (1) class of stock of this Corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this Corporation shall be:

Richard Tobin
200 SE 18th Ct.
Ft. Lauderdale, FL 33316

ARTICLE VI

The initial Board of Directors shall consist of a total of one (1) persons and the name and addresses of the person who is to serve as initial director is:

Sherron H. Wilkinson
4631 NW 31 Ave. #236
Ft. Lauderdale, FL 33009

ARTICLE VII

The name and address of the Incorporator executing these Articles of Incorporation is:

Sherron H. Wilkinson
4631 NW 31 Ave. #236
Ft. Lauderdale, FL 33009

ARTICLE VIII

The principal place of the business corporation is:

4631 NW 31 Ave. #236
Ft. Lauderdale, FL 33009

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of May, 2000.


Sherron H. Wilkinson

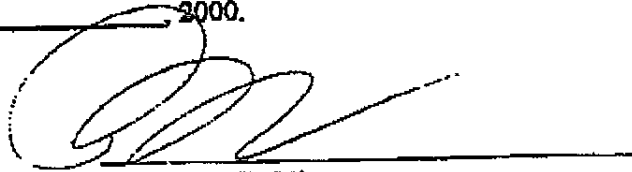
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STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **SHERRON H. WILKINSON** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 30 day of May 2000.



Notary Public
State of Florida

My Commission Expires:



Richard D. Tobin
MY COMMISSION # CC491322 EXPIRES
January 28, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.


Richard D. Tobin, Esquire

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that **Goldwin, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 4631 NW 31 Ave., #236, Ft. Lauderdale, FL 33009 has named **Richard D. Tobin, Esquire**, located at 200 Southeast 18th Court, Fort Lauderdale, Florida 33316, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Richard D. Tobin, Esquire
Registered Agent

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JAIL AND PRISON FLORIDA

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