

THE KOHN PARTNERSHIP, L.P.
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PO00000068849
July 10, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Goldfinger Worldwide Limited Partnership and Goldfinger Worldwide Management, Inc.

20000332292--6
-07/13/00--01070--010
****176.00 *****78.75

To Whom It May Concern:

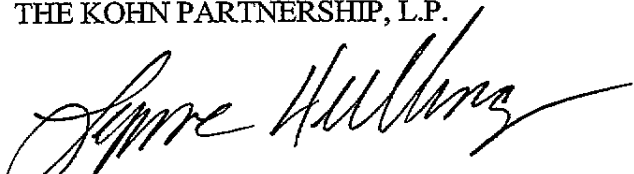
Enclosed for filing are originals of the Certificate of Limited Partnership and the Articles of Incorporation for the referenced entities. Please return copies of the Certificate and Articles to the undersigned. Also enclosed is a check in the amount of \$176.00 in payment of the fees.

Please return file-marked copies in the enclosed envelope.

Very truly yours,

THE KOHN PARTNERSHIP, L.P.

By:


Lynne Hullinger
Trust and Billing Coordinator

Enclosures

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00 JUL 13 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32300

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GOLDFINGER WORLDWIDE MANAGEMENT, INC.**
(To Be Submitted in Duplicate)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Law, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be GOLDFINGER WORLDWIDE MANAGEMENT, INC.

ARTICLE TWO

The principal place of business and mailing address of the corporation 9750 Miramar Road, Suite 300, San Diego, California 92126.

ARTICLE THREE

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000).

ARTICLE FOUR

The address, including street and number, of the corporation's initial registered office in this state is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial agent at such address is C.T. Corporation System.

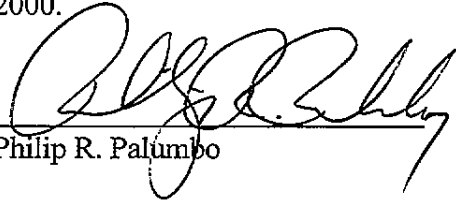
ARTICLE FIVE

The name and address of the incorporator is as follows:

Philip R. Palumbo
9750 Miramar Road, Suite 300, San Diego, California 92126

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TALLAHASSEE, FLORIDA

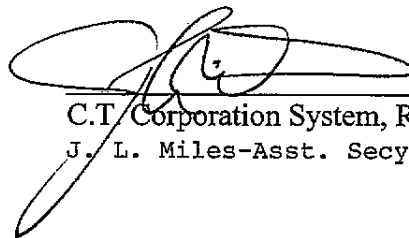
IN WITNESS WHEREOF, these Articles of Incorporation have been signed on May 19, 2000.


Philip R. Palumbo

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above states corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: July 10, 2000


C.T. Corporation System, Registered Agent
J. L. Miles-Asst. Secy.