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P000000674861

January 24, 2000
Feb 24, 2000

Corporate Records Bureau
Division of Corporations
Dept. of State
P. O. Box 6327
Tallahassee, Florida 32314

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-02/28/00--01166--009
*****75.00 *****75.00
500003150555--0
-03/28/00--01002--014
*****3.75 *****3.75

GOLDEN INTERNATIONAL INC.

Re: Golden Eagle Investments, Inc?

To Whom It May Concern:

Please be advised that the undersigned represents the
incorporators of ~~Golden Investments, Inc.~~

GOLDEN INTERNATIONAL INC.

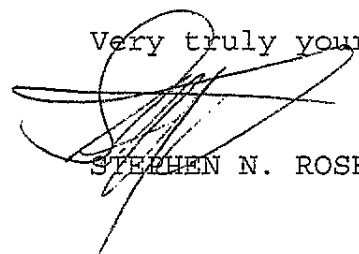
Pursuant to same, I am herewith enclosing an original and
copy of my client's fully executed Articles of Incorporation
which I would appreciate your filing.

I am also enclosing my check in the amount of \$75.00 as and
for payment of your filing fee.

Upon the filing of these documents, I would also appreciate
your forwarding a stamped copy thereof directly to my office.

Thank you for your courtesy and consideration.

Very truly yours,



STEPHEN N. ROSENTHAL

SNR:laa
Encl.

FILED
AUG-8 1999
TALLAHASSEE, FLORIDA

T. SMITH AUG 08 2000.
W-7131
W-6040



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 27, 2000

STEPHEN N. ROSANTHAL, ESQ.
12000 BISCAYNE BLVD., STE. 505
N. MIAMI, FL 33181

SUBJECT: GOLDEN INTERNATIONAL, INC.
Ref. Number: W00000008131

We have received your document for GOLDEN INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 300A00016848

ARTICLES OF INCORPORATION

OF

GOLDEN EAGLE TRADING INVESTMENTS, INC.

THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

GOLDEN EAGLE TRADING INVESTMENTS, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of acquiring, leasing, purchased, developing, managing and selling of properties and investments including any and all acts necessary and/or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit: (100) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

FILED
00 AUG -8 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be: 1020 Southwest 10th Avenue, Miami, Florida 33130.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be R. Alfonso Chegade, and the Registered Office shall be located at: 1020 Southwest 10th Avenue, Miami, Florida 33130, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
R. Alfonso Chehade	President/Treasurer	1020 S.W. 10 Ave. Miami, Fl. 33130
Paul Chehade	Vc. President/Secty.	1020 S.W. 10 Ave. Miami, Fl. 33130

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
R. Alfonso Chehade	1020 Southwest 10th Avenue Miami, Florida 33130
Paul Chehade	1020 Southwest 10th Avenue Miami, Florida 33130

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
R. Alfonso Chehade	1020 S.W. 10 Ave. Miami, Florida 33130	50	\$ 500.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, _____ have hereunto set _____ hand and
seal at MIAMI County, Florida, this 24 day of
May, 2000.

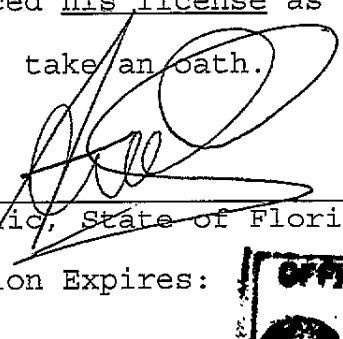


R. ALFONSO CHEHADE

(SEAL)

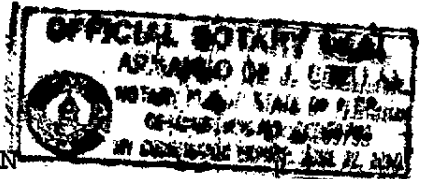
STATE OF FLORIDA)
) SS
COUNTY OF)

The foregoing instrument was acknowledged before me this
24 day of May, 2000, by R. ALFONSO CHEHADE, who is
personally known to me or has produced his license as
identification and who did (did not) take an oath.



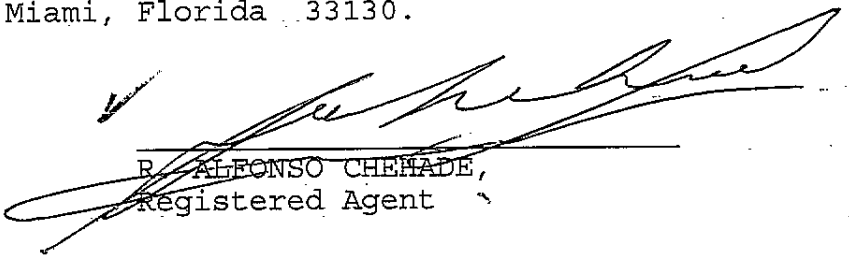
Notary Public, State of Florida at Large

My Commission Expires:



**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of GOLDEN EAGLE TRADING INVESTMENTS, INC. and
agree to serve as its Registered Agent, to accept service of
process within the State as its Registered Office located at:
1020 Southwest 10th Avenue, Miami, Florida 33130.



R. ALFONSO CHEHADE,
Registered Agent