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GS

GARY SIEGEL • ATTORNEY AT LAW

6500 SOUTH HIGHWAY 17-92 • FERN PARK, FLORIDA 32730 • TEL. (407) 331-5848 • FAX (407) 339-0774

August 03, 2000

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: PAVED IN GOLD, INC.

Dear Sir:

Enclosed herewith, please find an original and one copy of the Articles of Incorporation of the above-named corporation along with a check in the amount of \$70.00 to cover the following expenses:

Filing Fee:	\$20.00
Registered Agent Fee:	20.00
Certified Copy:	<u>30.00</u>
Total:	\$70.00

Please file same and forward a confirmation of the filing to me at your earliest convenience. Thank you for your assistance and cooperation.

Sincerely,

GARY SIEGEL, ESQUIRE

GS/clf
Enclosures

2555-6021
1000-199460

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 18 PM 3:11

8/18/00

GS

GARY SIEGEL • ATTORNEY AT LAW

6500 SOUTH HIGHWAY 17-92 • FERN PARK, FLORIDA 32730 • TEL. (407) 331-5848 • FAX (407) 339-0774

August 14, 2000

Claretha Golden, Document Specialist
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 18 PM 3:11

Re: Paved in Gold, Inc.

Dear Ms. Golden:

My secretary spoke with Rosanne from your office today regarding changes needing to be made to the above-captioned Articles of Incorporation submitted on August 03, 2000. I have corrected the Initial Registered Office to read just "principal" office in Article V and added "Initial Registered Agent" to the last sentence in Article V. Additionally, I have added Mr. Dance's address under his signature which should suffice for this incorporation. For future incorporations, I am adding an additional Article to reflect the name and address of the incorporators.

I have enclosed an original and one copy. If this document meets with your approval, please incorporate this corporation at your earliest convenience and forward confirmation of same to me. You should have my firm check that I previously forwarded to you as it was not returned to me with these documents.

Thank you for your assistance and cooperation in this matter.

Sincerely,

GARY SIEGEL, ESQUIRE

GS/clf
Enclosures



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 14, 2000

GARY SIEGEL, ESQUIRE
6500 SOUTH HIGHWAY 17-92
FERN PARK, FL 32730

SUBJECT: PAVED IN GOLD, INC.
Ref. Number: W00000019946

We have received your document for PAVED IN GOLD, INC.. However, the document has not been filed and is being returned for the following:

You must list at least one incorporator with a complete business street address.

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 100A00043562

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

00 AUG 18 PM 3:11

PAVED IN GOLD, INC.

ARTICLE I. NAME. The name of the corporation shall be PAVED
IN GOLD, INC.

ARTICLE II. DURATION. The corporation shall exist
perpetually.

ARTICLE III. PURPOSE. The purpose of this corporation is for
investment, breeding, raising, and racing thoroughbreds and for the
transaction of any lawful business for which corporations may be
incorporated under the law of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to
issue One Thousand (1000) shares of common stock with One Dollar
(\$1.00) par value per share, and the consideration to be paid for
each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTRATION OFFICE AND AGENT. The street
address of the principal office is 3775 Hwy.17-92, Sanford, FL
32773, and the mailing address of the principal office of this
corporation is 3775 Hwy. 17-92, Sanford, FL 32773. The name of the
Initial Registered Agent is GARY SIEGEL, ESQUIRE located at 6500 S.
Hwy. 17-92, Fern Park, FL 32730.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation
shall have one (1) director initially. The number of directors.

may never be less than one (1). The name and address of the initial director(s) of this corporation is:

BRIAN SCOTT DANCE
3775 Hwy. 17-92
Sanford, FL 32773

ARTICLE VII. INITIAL OFFICERS.

President: BRIAN SCOTT DANCE
V. President: BRIAN SCOTT DANCE
Secretary: BRIAN SCOTT DANCE
Treasurer: BRIAN SCOTT DANCE

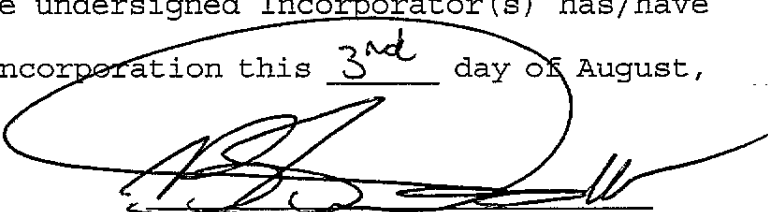
ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital

500 Shares BRIAN SCOTT DANCE

500 Shares (being held pending issue)

ARTICLE IX. AMENDMENT. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 3rd day of August, 2000.


BRIAN SCOTT DANCE
3775 Hwy. 17-92
Sanford, FL 32773

ACCEPTANCE OF REGISTERED AGENT

I, GARY SIEGEL, ESQUIRE, have been named to act as the Registered Agent to accept service of process for PAVED IN GOLD, INC., designated by the corporation, I accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED THIS 3rd day of August, 2000.

GARY SIEGEL, ESQUIRE

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DIVISION OF CORPORATIONS
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