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August 21, 2000

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

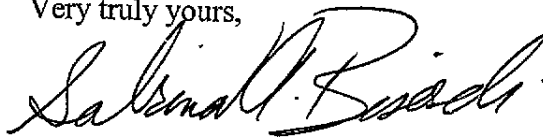
RE: Articles of Incorporation - Mach II Gold, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for Mach II Gold, Inc., together with the acceptance of Sabrina A. Bisordi as Registered Agent. Also enclosed is a check in the amount of \$78.75 to cover the costs of incorporation.

Please feel free to call me if you have any questions.

Very truly yours,



Sabrina A. Bisordi

SAB\sbw
Enclosures

FILED
00 AUG 23 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-28
AC

ARTICLES OF INCORPORATION
OF

MACH II GOLD, INC.

FILED
00 AUG 23 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act and providing for the formation, rights, and privileges of corporations for profit, hereby adopts the following Articles of Incorporation for such corporation;

ARTICLE I
NAME

The name of the corporation shall be **MACH II GOLD, INC.**, and its principal place of business shall be in the county of Okaloosa, Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the Board of Directors.

ARTICLE II
DURATION

The period of duration for this Corporation is perpetual.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any business as permitted under the laws of the United States and the State of Florida, and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes herein set forth.

ARTICLE IV
CAPITAL STRUCTURE

The corporation shall have authority to issue one thousand (1,000) shares of common stock, all of one class, one dollar (\$1.00) par value per share.

ARTICLE V
PRINCIPAL OFFICE

The principal office of this Corporation shall be located in Okaloosa County, Florida, and the post office address of said principal office of the Corporation shall be 209 Baywind Drive, Niceville, Florida 32578. The mailing address shall be the same.

ARTICLE VI
REGISTERED OFFICE

The street address of the Registered Office is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of the Registered Agent at said address is Sabrina A. Bisordi.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.


Sabrina A. Bisordi Date

ARTICLE VII
BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors, subject to the By-Laws of the Corporation. The number of directors constituting the Board of Directors, who shall hold office until their successor is elected and has qualified, is one whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Sean Burke	209 Baywind Drive Niceville, Florida 32578
John Burke	209 Baywind Drive Niceville, Florida 32578

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

Name

Address

Sean Burke

209 Baywind Drive
Niceville, Florida 32578

Sean H. Burke 8/18/00
Sean Burke, Incorporator Date