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NADIM SALEEBY
ANIS N. SALEH *

BRETT A. GELMAN

* BOARD CERTIFIED,
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August 23, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
AUG 25 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100003373801--3
-08/25/00-01104-012
*****122.50 *****78.75

Re: ZALKAT GOLD, INC.

Gentlemen:

Enclosed please find original and two copies of the Articles of Incorporation for the above referenced corporation. Please file same and return a stamped copy to our offices.

Also enclosed is our check in the amount of \$122.50 for the cost of the filing fees.

Thank you.

Very truly yours,

ZYNE, SALEEBY & SALEH, P.A.

By:

Anis N. Saleh

Enclosures: As stated

Feb
8/30

ARTICLES OF INCORPORATION

OF

ZALKAT GOLD, INC.

FILED

00 AUG 25 AM 9:46

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of the corporation is: ZALKAT GOLD, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

- A. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, substituted therefor.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common stock without nominal or par value.

ARTICLE IV - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is 1 SE 3rd Ave., #1870, City of Miami, County of Miami-Dade State of Florida, and the name of the initial registered agent of this corporation at this address is: Anis N. Saleh, 1 SE 3rd Ave., #1870, Miami, Florida 33131.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and address of the initial director of this corporation is:

NAME

ADDRESS

Samer Zalkat

**c/o: Zyne, Saleeby, & Saleh, P.A.
1 SE 3rd Ave., #1870
Miami, Florida 33131**

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

NAME

ADDRESS

Samer Zalkat

**c/o: Zyne, Saleeby, & Saleh, P.A.
1 SE 3rd Ave., #1870
Miami, Florida 33131**

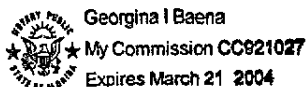
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of ZALKAT GOLD, INC., this 21st day of August, 2000.

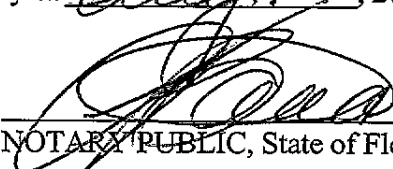

Samer Zalkat (Incorporator)

STATE OF FLORIDA)
) ss:
COUNTY OF Miami-Dade)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above set forth, personally appeared Samer Zalkat, 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 those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21st day of Aug., 2000.




NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:

FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED**

AUG 25 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First. That ZALKAT GOLD, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami County of Miami-Dade, and State of Florida, has named Anis N. Saleh, whose address is 1 SE 3rd AVE.,# 1870 City of Miami, County of Miami-Dade, State of Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

A handwritten signature in black ink, consisting of a stylized, cursive 'A' followed by 'N. Saleh', written over a horizontal line.

Anis N. Saleh