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HAROLD M. LIGHTMAN, M.B.A.  
FINANCIAL CONSULTANT

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 25, 2000

Secretary Of State  
Corporation Records Bureau  
Department Of State  
P.O. Box 6327  
Tallahassee, FL 32314

000003382650--4  
-09/06/00-01015--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern:


Please see enclosed original and copy of Articles Of  
Incorporation for GOLDY TRADING COMPANY, INC.

Also, please find enclosed a check in the amount of \$70.00  
to cover costs of incorporation fees of said corporation.

If there are any questions regarding this corporation please  
call the number listed below.

Thank You.

Sincerely,



Harold M. Lightman  
Financial Consultant

HML/cat

2700 PGA Blvd., Suite 201B  
Palm Beach Gardens, FL. 33418  
Office 561-627-3089 Fax 561-627-1821

PH 9/8/00

ARTICLES OF INCORPORATION  
OF  
GOLDY TRADING COMPANY, INC.

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TALLAHASSEE, FLORIDA

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ARTICLE I

NAME

The name of this corporation shall be GOLDY TRADING  
COMPANY, INC.

The corporation's mailing address shall be:  
5280 S.E. Seascape Way  
Stuart, Florida 34997

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of  
conducting any and all lawful business pertaining to the  
retail sale of resort wear, greeting cards, snacks,  
toiletries and gift items.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of  
common stock. This class of stock shall have unlimited  
voting rights and be entitled to receive the net assets of  
the corporation upon its dissolution. The code Section 1244  
Election has been selected for the authorized and issued  
common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this corporation shall be 5280 S.E. Seascape Way, Stuart, FL 34997 and the mailing address shall be 5280 S.E. Seascape Way, Stuart, FL 34997 . The name of the initial Registered Agent of this corporation shall be Jerry D. Goldstein and his address is 5280 S.E. Seascape Way, Stuart, FL 34997

ARTICLE VI

DIRECTORS

Pursuant of Florida Statutes, Section 607.0801, this corporation shall have no board of directors. The affairs of this corporation shall be managed by its shareholders.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

HAROLD M. LIGHTMAN, M.B.A.  
2700 PGA Blvd., Suite 201B  
Palm Beach Gardens, FL 33410

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE IX

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation's existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE X

AMENDMENTS


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

OFFICERS

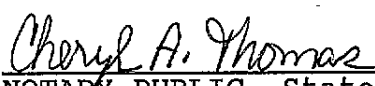
The officers of this corporation shall be as follows:  
President/Secretary: Marsha W. Goldstein  
Vice President/Treasurer: Jerry D. Goldstein

In Witness Whereof, the undersigned incorporator has executed these Articles Of Incorporation this 20 day of August, 2000.

  
HAROLD M. LIGHTMAN, M.B.A. Incorporator

STATE OF FLORIDA:  
COUNTY OF PALM BEACH:

The foregoing Articles of Incorporation were acknowledged before me this 30 day of August, 2000.




NOTARY PUBLIC, State of Florida  
My Commission expires: Oct. 19, 2003



Cheryl A. Thomas  
Commission # GC 881135  
Expires Oct. 19, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the Registered Office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation this 30th day of August, 2000.

  
Jerry D. Goldstein  
Registered Agent