

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

eGold Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
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15169353088 JAN 10 2001

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

eGold Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

eGold Inc.

**3201 Emerald Pointe Drive - #105B
Hollywood, FL 33021**

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1500 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Stuart S. Gold
3201 Emerald Pointe Drive - #105B
Hollywood, FL 33021**

Prepared By:
Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940

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ARTICLES V INCORPORATOR(S)

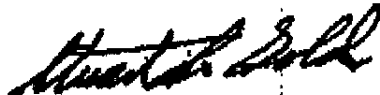
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Stuart S. Gold
3201 Emerald Pointe Drive - #105B
Hollywood, FL 33021

Evelyn R. Gold
3201 Emerald Pointe Drive - #105B
Hollywood, FL 33021

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

10 day of Jan 2001.



Stuart S. Gold - Signature



Evelyn R. Gold - Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **eGold Inc.**

2. The name and address of the registered agent and office is:

Stuart S. Gold

Name

3201 Emerald Pointe Drive - #105B

(P.O. Box or Mail Drop Box NOT Acceptable)

Hollywood, FL 33021

(City / State / Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Stuart S. Gold
SIGNATURE

1/10/01

(Date)