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February 3, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/07/01--01043--004

RE: Goldenline USA, Inc.

****122.50 *****78.75

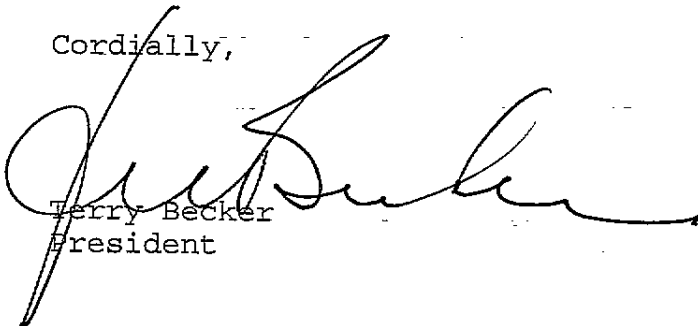
Dear Sirs:

Enclosed are the Articles of Incorporation (one original and one copy) as well as a check in the amount of \$122.50. If you need any additional information please call Bob Mahoney at 954-784-7776.

Please return to:

Robert F. Mahoney, P.A.
3801 North Federal Highway
Pompano Beach, Florida, 33064

Cordially,


Terry Becker
President

FILED
01 FEB -7 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
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(1)

ARTICLES OF INCORPORATION
OF
GOLDENLINE USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida under the following Articles of Incorporation.

ARTICLE I

The name of the organization shall be known as Goldenline USA, Inc.

ARTICLE II

The principal place of business shall be situated at 1500 Cypress Creek Road, Ste 403, Ft. Lauderdale, FL 33309, and said corporation shall have the right and privilege of establishing, operating and doing business in such other counties of the State of Florida and in such states of the United States and foreign countries as the Board of Directors may from time to time order and establish.

ARTICLE III

The general nature of the business to be transacted by this corporation is as follows:

To acquire, by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage and real estate so owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to enlarge operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation;

To buy, purchase, exchange, hire, lease, sell, convey, encumber and otherwise deal in real estate and property, either improved or unimproved, and any rights or interest therein, and to hold, own control, manage and develop the same.

ARTICLES OF INCORPORATION

GOLDENLINE USA, INC.

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To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation, and in particular lands, leaseholds, shares of stock, mortgages, bonds and other securities.

To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber lands, buildings, real property, chattels, real or other property of the company, real or personal;

To purchase, acquire, hold sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore, its own stock, bonds and other obligations;

To operate, conduct and maintain any and all types of business as may be lawfully carried on in the State of Florida, other states and foreign countries, and to do all things necessary and proper to the conduct of any such business so operated, conducted, not inconsistent with the laws of the State of Florida;

To do everything necessary, suitable and proper for the accomplishment of any of the purposes and the attainment of any of the objects and furtherance of any of the powers hereinabove set forth, whether alone or in association with other corporations, firms, individuals, or as principal, or agent, and to do every and all acts and things, incidental to, appurtenant to, or growing out of or connected with the aforesaid purposes, object and powers, or any part thereof, not inconsistent with the laws of the State of Florida.

ARTICLE IV

The total authorized capital stock of the corporation shall be 100 shares of common stock at a par value of \$1.00 per share, fully paid and nonassessable, payable in cash, property, labor and services at a just value.

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ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The post office address of the corporation shall be 1500 Cypress Creek Road, Ste 403, FL 33309.

ARTICLE VII

The business of the corporation will be conducted by a board of not less than one director nor more than nine directors as may be determined by the By-Laws, and the absence of such determination may be determined by the By-Laws, and the absence of such determination shall consist of one director.

ARTICLE VIII

The names and street addresses of the first board of directors, each of whom is of full age and at least one of whom is a citizen of the United States, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

Terry Becker
1500 Cypress Creek Road
Ft. Laud, FL 33309

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GOLDENLINE USA, INC.

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ARTICLE IX

The names and addresses of the Board of Directors constituting the initial Board of Directors and the number of shares of stock which each agree to take are as follows:

Name and address	No. of shares	Value
Terry Becker 1500 Cypress Creek Road Ste 403 Ft. Laud, FL 33309	80	\$80

ARTICLE X

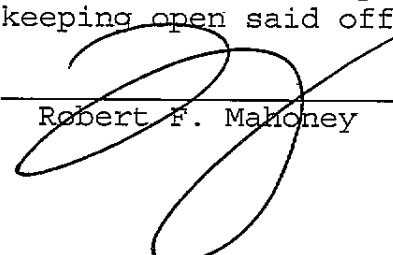
This corporation has named Robert F. Mahoney, as its agent to accept service of process within this state.

ARTICLE XI

The street address of the corporation's initial registered office is: 3801 North Federal Highway, Pompano Beach, FL 33064, and the name of the corporation's Registered Agent at the above address is Robert F. Mahoney.

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provisions of said Chapter 48.091, Florida Statutes, relative to keeping open said office.


Robert F. Mahoney

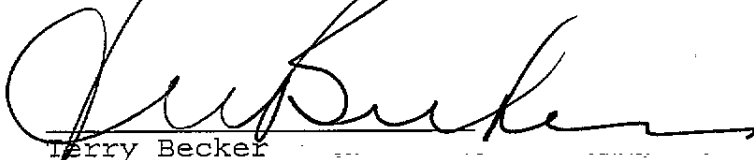
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ARTICLE XII

The name and address of each incorporator is:

- o Terry Becker
1500 Cypress Creek Road, Ste 403
Ft. Laud, FL 33309

Dated this 3rd day of February, 2001

A large, stylized handwritten signature in black ink, appearing to read 'Terry Becker', is written over a horizontal line.

Terry Becker
President and Incorporator