

**CAPITAL CONNECTION, INC.**

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Goldmine Industrial, Inc

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\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
X Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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Signature \_\_\_\_\_

Requested by: KC

3/22

Name \_\_\_\_\_

Date \_\_\_\_\_

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Walk-In \_\_\_\_\_

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# **Articles of Incorporation of GOLDMINE INDUSTRIAL, INC.**

The undersigned acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act") as follows:

## **I. Name**

The name of the Corporation is Goldmine Industrial, Inc.

## **II. Terms of Existence**

The date when corporation existence will commence upon the filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

## **III. Principal Office**

The Principle office of the Corporation is 2842 Countrybrook Dr. #22H, Palm Harbor, Florida 34684

## **IV. Capital Stock**

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

## **V. Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 2842 Countrybrook Dr. #22H, Palm Harbor, Florida 34684, and the name of its initial registered agent at such address is Melody Pryor.

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## **VI.**

### **Directors**

The Corporation will have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one (1) but no more than five (5) directors. The names and address of the initial director(s) of the Corporation, who will serve until their successors are duly elected and qualified, are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Melody Pryor	2842 Countrybrook Dr. #22H Palm Harbor, Florida 34684

## **VII.**

### **Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Melody Pryor	2842 Countrybrook Dr. #22H Palm Harbor, Florida 34684

## **VIII.**

### **Preemptive Rights**

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind of series if the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise of his/her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices. Terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his/her other preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

## **IX.**

### **Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification, or effectuation of any affiliated transactions involving the Corporation.

### **Article X.** **Control Share Acquisitions**

Pursuant to the provisions of 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

### **XI.** **Bylaws**

The power to adopt, alter, amend, or repeal bylaws will be vested in the Corporation's Board of Director's.

### **XII.** **Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

### **XIII.** **Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS THEREOF, the undersigned incorporator has executed the Articles of Incorporation on February 14, 2001.

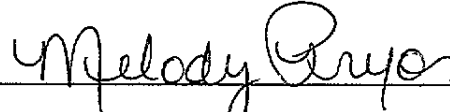
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Melody Pryor  
Incorporator

**Acceptance by Registered Agent**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 16, 2001



Incorporator, Registered Agent

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