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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 358-7832

FLORIDA PROFIT CORPORATION OR P.A.

GOLDSHIELD PURCHASES, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McKnight APR 10 2001

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ARTICLES OF INCORPORATION OF
GOLDSHIELD PURCHASES INC.

I, the undersigned natural person, competent to contract, acting as incorporator of the corporation described herein (the "Corporation") under the Florida Business Corporation Act, make, subscribe, acknowledge and file the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME

The name of the Corporation is: **GOLDSHIELD PURCHASES INC.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock is One Thousand and 00/100 Dollars (\$1,000.00), consisting of one thousand (1,000) shares of common stock.

ARTICLE IV

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of any kind, class or series, shall have the pre-emptive right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE V

INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII

PRINCIPAL OFFICE

The street address of the principal office of the Corporation in the State of Florida is 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

ARTICLE VIII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be set from time to time by the By-laws, but shall be at least one (1).

ARTICLE IX

SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation are:

Thomas J. Skola
5201 Blue Lagoon Drive
Suite 100
Miami, Florida 33126

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ARTICLE XINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 5201 Blue Lagoon Drive, City of Miami, County of Miami-Dade, State of Florida, and the name of the initial registered agent of the Corporation at that address is: Thomas J. Skola.

ARTICLE XIELECTION - AFFILIATED TRANSACTIONS/CONTROL - SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions and control share acquisitions, respectively.

ARTICLE XIIINDEMNIFICATION

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

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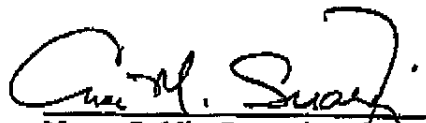
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IN WITNESS WHEREOF, I do make and subscribe these Articles of Incorporation on this
9th day of April, 2001.


THOMAS J. SKOLA

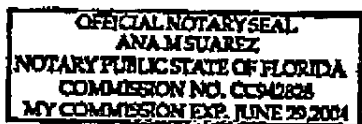
STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me by THOMAS J. SKOLA, individually. He is personally known to me and did take oath, this 9th day of April, 2001.


Notary Public, State of Florida
at Large

My Commission expires:

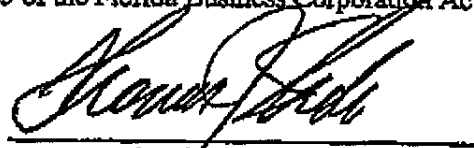
Name of Notary: ANA M. SUAREZ



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the applicable provisions of all pertinent legislation, including without limitation Section 607.0505 of the Florida Business Corporation Act.

By:


Registered Agent

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