

P01000041887

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED
01 APR 25 PM 3:21
TALLAHASSEE FLORIDA
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Mr Dillion Mining corporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____ ☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

RECEIVED
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TALLAHASSEE FLORIDA
SECRETARY OF STATE

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

400004078574--9
-04/26/01--01001--003
*****73.75 *****73.75

400004078574--9
-04/26/01--01001--004
*****5.00 *****5.00

Examiner's Initials

ARTICLES OF INCORPORATION
OF
MEDALLION MINING CORPORATION

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TALLAHASSEE FLORIDA

JOHN A. LENCE, the undersigned natural person of legal age, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

MEDALLION MINING CORPORATION

SECOND: Duration: The corporation is to have perpetual existence.

THIRD: Purposes: The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. In addition, the purposes for which this corporation is organized are:

To buy, sell, lease, hypothecate, exchange or otherwise deal in diamonds and other precious gems or precious metals; to explore, mine, excavate and process diamonds or other high quality gems or precious metals, anywhere in the world.

To invest in, act as mandate, broker or agent as it relates to precious gems and precious metals or government or world instruments of value.

To locate, patent, purchase, lease, exchange, trade for, or otherwise acquire, and to hold, own, use, operate, work, extend, improve, and develop, and to sell, exchange, assign, transfer, mortgage, grant security interests in, lease, or otherwise dispose of, in whole or in part, and wherever situated, mines, mining rights, and claims, metalliferous lands, gem-bearing lands, quarries, quarry rights, water, water rights, ditches, reservoirs,

oil and gas properties and interests therein, and any rights, rights of way, easements, privileges, permits, or franchises suitable or convenient for any of the purposes of the business, and to deal in the same in every way; to quarry, mine, drill, excavate, produce, purchase, lease, prospect for, claim and otherwise acquire, and to process, refine and develop, and to sell, exchange, trade, deal in and with, and otherwise dispose of diamonds and other precious gems, gold, silver, silica, feldspar, uranium, vanadium, rare earth, mica, copper, coal, lead, gas, oil, oil shale and other minerals, ores and properties of every kind and nature, and of earth, rock, sand, shale and other substances containing deposits of precious gems, mineral and ore; and to manufacture, produce, purchase, lease or otherwise acquire, and to use, operate, improve, repair, replace and develop, and to sell, trade, exchange, lease and otherwise dispose of any and all materials, machinery, facilities, appliances, products, equipment or supplies proper or adapted to be used in or in connection with or incidental to the prospecting, development, production, processing, preparation, shipment and delivery of any of the foregoing gems, minerals and ores and any by-products therefrom; and to do any and all things incidental thereto, or necessary, expedient or proper to be done in connection with the matters and things set out herein.

To acquire, by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, 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, and any stores, shops, suites, rooms or part of any buildings or other structures at any time owned or held by the Corporation.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitation, any shares of stock, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein

enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might or could do, in any part of the world, as agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation or the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

FOURTH: Shares: The aggregate number of shares which this Corporation shall have authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

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

FIFTH: Address and Resident Agent: The street address of the initial corporate office of the Corporation is 14155 U.S. Highway One, Suite 210, Juno Beach, Florida 33408.

The name and address of the initial Resident Agent for this Corporation to accept service of process within the State of Florida are Mark J. Nowicki, 14155 U.S. Highway One, Suite 210, Juno Beach, Florida 33408.

SIXTH: Incorporator: The name and address of the incorporator of this corporation are John A. Lence, 69 North Main Street, Kalispell, Montana 59901. Said incorporator is over the age of eighteen (18) years, is sui juris, and is a citizen of the United States.

SEVENTH: Directors: The number of Directors constituting the initial Board of Directors of this corporation is two (2), but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

The names and addresses of the members of the first Board of Directors are:

Howard Toepfer
14 Butler Street
Brooklyn, New York 11231

Victor Machanov
6027 High Star
Houston, Texas 77081

EIGHTH: Internal Affairs: Provisions for the regulation of internal affairs of this corporation are:

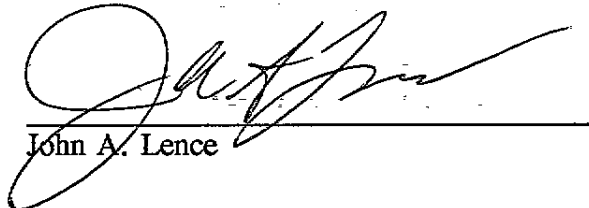
- A. The Board of Directors shall have the power to adopt, alter, amend or repeal the by-laws.
- B. No contract or other transaction between this corporation and any of its directors shall be void or voidable if such contract shall be approved or ratified by affirmative vote at a meeting of the Board of Directors by a majority of the directors present who have no individual interest in such transaction, or by the written resolution signed by all of the directors of this corporation without a formal meeting. Further, no director shall be liable to account to this corporation for any profit realized by him or through any such contract or transaction, ratified or approved as aforesaid.
- C. This corporation shall indemnify every director, officer or employee, whether or not then in office or employed, and every director, officer or employee (whether or not then in office or employed) of each other corporation in which this corporation owns a majority of the shares of

stock entitled to vote for election of directors of such corporation, his heirs, executors or administrators, against reasonable expenses, including counsel fees and fines and penalties (including the costs of reasonable settlements made with a view to curtailment of cost litigation, exclusive of any amount paid to this corporation or any such other corporation in settlement) incurred in connection with any civil, criminal or administrative action, suit or proceeding in which he is made a party, or threatened to be made a party, by reason of the fact that he is or was a director, officer or employee of this corporation, or such other corporation, whether or not he is or was a director, officer or employee at the time of incurring such expense, except in relation to matters as to which he shall be finally adjudged in such civil, criminal or administrative action, suit or proceedings to be liable for negligence or misconduct in the performance of his duties as such director, officer, or employee; and in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which this corporation is advised by counsel that the person to be indemnified has not, in any substantial way, been derelict in the performance of his duties as charged in such civil, criminal or administrative action, suit or proceeding. The foregoing right of indemnification shall not be exclusive of other rights to which any person so indemnified may be entitled.

- D. The Board of Directors shall have authority to mortgage, sell, lease, exchange or otherwise dispose of all, or substantially all, of the property and assets of this corporation, including the good will, upon such conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares of any other corporation, domestic or foreign, as shall be authorized by the Board of Directors, no authorization by the stockholders being required.

NINTH: Nothing in these Article of Incorporation shall be taken to limit the power of this Corporation.

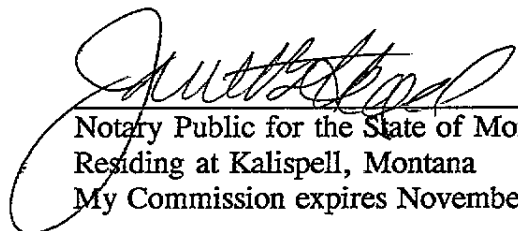
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 23rd day of April, 2001.


John A. Lence

STATE OF MONTANA)
 : ss.
County of Flathead)

On this 23rd day of April, 2001, before me, the undersigned, a Notary Public for the state aforesaid, personally appeared John A. Lence, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same and that the statements therein contained are true to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first above written.



Notary Public for the State of Montana
Residing at Kalispell, Montana
My Commission expires November 5, 2002

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process within This State, Naming Agent Upon Whom Process May Be served on Behalf of Medallion Mining Corporation

The following is submitted, in compliance with Chapter 607.0202 and 607.0501(3), Florida Statutes:

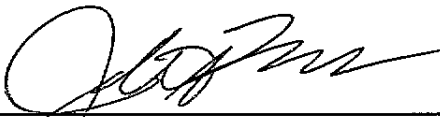
Medallion Mining Corporation, a corporation organized under the laws of the State of Florida, has named Mark J. Nowicki, 14155 U.S. Highway One, Suite 210, Juno Beach, Florida, its agent to accept service of process within this State.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Howard Toepfer	President	14 Butler Street Brooklyn, New York 11231
Victor Machanov	Vice President	6027 High Star Houston, Texas 77081
John A. Lence	Secretary-Treasurer	69 North Main Street Kalispell, Montana 59901


DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Howard Toepfer	14 Butler Street Brooklyn, New York 11231
Victor Machanov	6027 High Star Houston, Texas 77081

By: 
John A. Lence, Incorporator

ACCEPTANCE:

I agree to act as Resident Agent for Medallion Mining Corporation to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.



Mark J. Nowicki
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA