

PO1000093868

Ms. Mary Susan Van Bergen
2584 N.W. 23rd Way
Boca Raton, Florida 33431

FILED
01 SEP 24 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 18, 2001

FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

200004608552-6
09/24/01-01107-014
*****70.00 *****70.00

Re: Palm Beach Gold, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for Palm Beach Gold, Inc., along with my check in the amount of \$70.00 to cover the fees for filing same.

Once the enclosed articles have been filed, please forward your receipt and evidence of this filing to the undersigned in the enclosed stamped, self-addressed envelope.

If you have any questions or need anything further in order to process this filing, please give me a call at 561-988-0233.

With best regards, I am

Sincerely,

Mary Susan Van Bergen
Mary Susan Van Bergen

/msvb

Enclosures

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Ps 9/26/01

**ARTICLES OF INCORPORATION
OF
PALM BEACH GOLD, INC.**

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01 SEP 24 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a stock corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, sets forth the following:

ARTICLE I

NAME

The name of the corporation shall be: Palm Beach Gold, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business of the corporation shall be 2584 N.W. 23rd Way, Boca Raton, Florida 33431.

ARTICLE III

PURPOSES

The Corporation shall have all the powers conferred upon corporations by Chapter 607 of the Florida Statutes and, therefore, the Corporation shall have the power to transact any business not prohibited by law or required to be stated herein.

ARTICLE IV

AUTHORIZED CAPITAL

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock without par value.

ARTICLE V

DIRECTORS

The total number of directors shall not be less than one (1). The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the individual who is to serve as the initial director is as follows:

Mary Susan Van Bergen
2584 N.W. 23rd Way
Boca Raton, Florida 33431

ARTICLE VI

REGISTERED OFFICE

The initial registered office of the Corporation shall be located in the County of Palm Beach, Florida and the post office address of the initial registered office of the Corporation is 2584 N.W. 23rd Way, Boca Raton, Florida 33431.

ARTICLE VI

REGISTERED AGENT

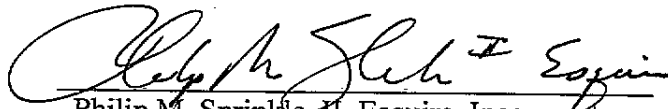
The name of the Corporation's initial registered agent is Mary Susan Van Bergen, who is

a resident of Florida and a director of the Corporation, and whose business address is the same as the address of the initial registered office of the Corporation.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is: Philip M. Sprinkle, II, Esquire, Williams, Mullen, Clark & Dobbins, P.C., 1021 E. Cary Street, 16th Floor, Richmond, Virginia 23219.


Philip M. Sprinkle, II, Esquire, Incorporator

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Acceptance of Appointment of Registered Agent

01 SEP 24 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent pursuant to Section 607.0501(3) of the Florida Business Corporation Act and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mary Susan Van Bergen
Mary Susan Van Bergen

Date: 9/18/01

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