

~~PO 100009~~ 97442

CARGOLD CORPORATION  
2690 Drew Street, Apt #949  
Clearwater, FL 33759-3116

FILED  
01 OCT -4 PM 3: 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 1, 2001

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

RE: CARGOLD CORPORATION

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$87.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

CARGOLD CORPORATION

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-10/04/01--01031--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

William E. Carvajal.

B. Mitchell OCT 5 2001

ARTICLES OF INCORPORATION  
OF

CARGOLD CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

CARGOLD CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted unmdr the laws of the Unmited States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares (common) of ONE Dollar(s) (\$1.00) par value Common Stock, whic shall be designated "Common Shares".

1. The sum of the value of all the Capital Stock of the corporation that have been issued shall be the state capital of the corporation at any particular time.
2. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in c ash,k in property, or in shares of the Capital Stock of the corporation.
3. If any of the Shareholders decides to sell it's opwn shares; the corporation shall have the first right to buy back the shares and hold as Treasury Stock; the Second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: CARGOLD CORPORATION  
ADDRESS: 2690 Drew Street Apt. #949  
CITY: Clearwater, Fl. 33759-3116

The name and street address of the Initial Registered Agent of this Corporation.

NAME: William E. Carvajal  
ADDRESS: 2690 Drew Street Apt. #949  
CITY: Clearwater, Fl 33759-3116

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial directors (s) of the corporation are as follows:

NAME: William E. Carvajal – President & Director  
ADDRESS: 2690 Drew Street Apt. #949  
CITY: Clearwater, Fl 33759-3116

NAME: Jose Orlando Godoy – Secretary/Treasurer  
ADDRESS: 2690 Drew Street Apt. #949  
CITY: Clearwater, Fl 33759-3116

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: William E. Carvajal  
ADDRESS: 2690 Drew Street Apt. #949  
CITY: Clearwater, Fl 33759-3116

ARTICLE VIII - SHAREHODLER POWER

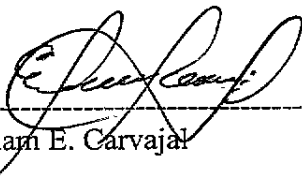
1. A affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholder action.

2. The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholder meeting, with not less than a three-fourths vote of the common stock.
3. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors. Such of the shares of the stock of this corporation as may be issued for money, or any property or service, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ration of the authorized and issued shares of common stock held by the holder and all share of common stock currently authorized and issued.

#### ARTICLE IX - CUMULATIVE VOTING RIGHTS

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given in writing by a shareholder to the President or any Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulatively his or her shares at said election.

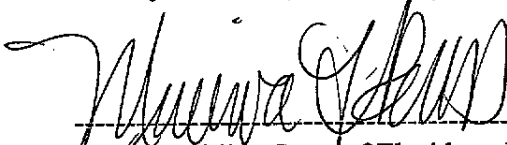
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 1<sup>st</sup>. Day of October, 2001.

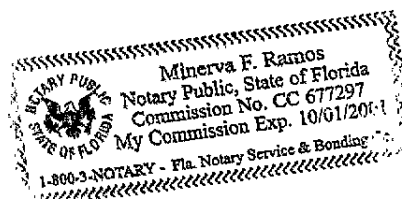
  
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William E. Carvajal

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared WILLIAM E. CARVAJAL known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1<sup>st</sup> day of October, 2001.

  
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Notary Public, State of Florida at Large



CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT  
CERTIFICATE OF REGISTERED AGENT  
CARGOLD CORPORATION

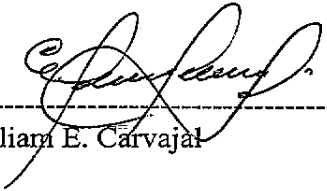
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 48.091 or 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 2690 Drew Street, Apt. #949, Clearwater, FL 33759-3116 has named WILLIAM E. CARVAJAL located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
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William E. Carvajal