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February 15, 2002

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

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-02/20/02--01022--011  
\*\*\*128.75 \*\*\*128.75

SUBJECT: Certificate of Domestication

Enclosed herewith please find the certificate of domestication and Articles of Incorporation for Western Gold Resources, Inc., a Nevada Corporation along with our firms check in the amount of \$128.75 representing the following fees:

Filing Fee	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

All correspondence regarding this filing should be addressed to me at the above address.

Thank you

  
Brenda Lee Hamilton  
For the Firm

FILED  
02 FEB 20 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

02 FEB 20 AM 10: 04

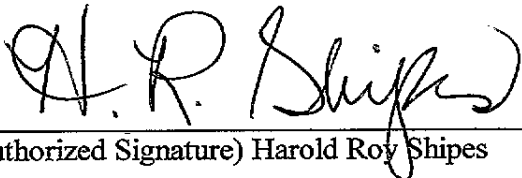
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, Harold Roy Shipes the president and a director of Western Gold Resources, Inc., a foreign Corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was January 6, 1994.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Nevada.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Western Gold Resources, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Western Gold Resources, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Nevada.

I, Harold Roy Shipes, am President and a Director of Western Gold Resources, Inc. and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 30th day of January 2002.



(Authorized Signature) Harold Roy Shipes

**ARTICLES OF INCORPORATION  
OF  
WESTERN GOLD RESOURCES, INC.,**

**FILED**  
02 FEB 20 AM 10: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I. NAME.**

The name of the Corporation ("Corporation") is Western Gold Resources, Inc.

**ARTICLE II. EXISTENCE.**

The existence of the Corporation shall begin on the filing of these Articles of Incorporation with the Florida Department of Corporations.

**ARTICLE III. PRINCIPAL ADDRESS.**

The street address of the principal office of the Corporation is:  
555 S. Federal Highway, Suite 270, Boca Raton, Florida 33432.

**ARTICLE IV. AUTHORIZED SHARES.**

(i) The maximum number of shares this Corporation is authorized to issue is: 100,000,000 shares of common stock with \$.0001 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

(ii) 100,000,000 shares of preferred stock with \$.0001 par value in five (5) series, and the Board of Directors is authorized to establish the number of shares to be included in each series and the preferences, rights of conversion, limitations and other relative rights of each series.

**ARTICLE V. ADDRESS OF THE CORPORATION.**

The initial street address of the Corporation's registered office is 555 S. Federal Highway, Suite 270, Boca Raton, Florida 33432. The initial registered agent for the Corporation at that address is Brenda Lee Hamilton.

**ARTICLE VI. BOARD OF DIRECTORS.**

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one.

**ARTICLE VII. INCORPORATOR**

The name and street address of the person signing these articles of incorporation is:  
Harold Roy Shipes 555 S. Federal Highway, Suite 270, Boca Raton, Florida 33432.

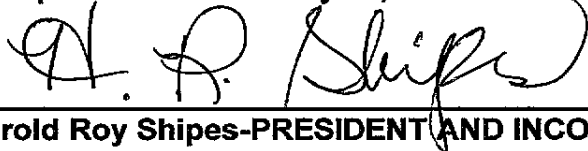
**ARTICLE VIII. INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

**ARTICLE IX. AFFILIATED TRANSACTIONS.**

Florida Statute Section 607.0901, Affiliated Transactions, shall not be applicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 30, 2002.

A handwritten signature in cursive script, appearing to read "H. R. Shipes", is written over a horizontal line.

Harold Roy Shipes-PRESIDENT AND INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Western Gold Resources, Inc., Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name   
Brenda Lee Hamilton

Date 1/30/2002

**FILED**  
02 FEB 20 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA