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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

U.S. Precious Metals Corporation

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 12, 2002

YOUR CAPITAL

SUBJECT: U.S. PRECIOUS METALS CORPORATION
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF

U.S. Precious Metals Corporation

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is U.S. Precious Metals Corporation

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is P.O. Box 144480, Coral Gables, FL 33144.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of (\$.01) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Victor Hernandez, 260 Majorca Avenue, Coral Gables, FL 33134.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

The undersigned has executed these Articles of Incorporation this 11th day of March 2002.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"

Stacey Leggett

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____

_____ U.S. Precious Metals Corporation _____

2. The name and street address of the registered agent and office is: Victor Hernandez _____

_____ 260 Majorca Avenue _____

_____ Coral Gables, FL 33134 _____

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT 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.


Victor Hernandez

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