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ACCOUNT NO. : 072100000032

REFERENCE : 532662, 7159131

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
2002 APR 17 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 17, 2002

ORDER TIME : 11:0 AM

ORDER NO. : 532662-005

CUSTOMER NO: 7159131

200005289772--3

CUSTOMER: Ms. Christina Collins
Irving Shimoff, Esq.

Suite 3920
100 Southeast 2nd St.
Miami, FL 33131

DOMESTIC FILING

NAME: DELTA GOLD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

RECEIVED
02 APR 17 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DELTA GOLD, INC.

FILED

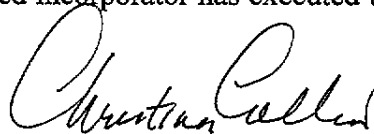
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

- FIRST:** The name of the Corporation is DELTA GOLD, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Christina Collins, 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131, and the registered agent at that address is Christina Collins.
- FIFTH:** The name and address of the incorporator of the Corporation is Christina Collins, 100 S.E. 2nd Street, Suite 3920, Miami, Florida 33131
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of April, 2002.

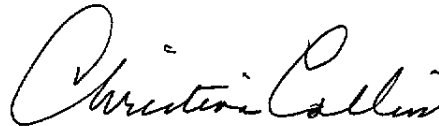


CHRISTINA COLLINS, Incorporator

ARTICLES OF APPOINTMENT
OF
REGISTERED AGENT

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2002 APR 17 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



CHRISTINA COLLINS