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July 23, 2002

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

RE: J. ANTAR GOLD, INC.

Ladies and Gentlemen:

Enclosed please find one original and one copy of the Articles of Incorporation for the above referenced Corporation together with a check in the amount of \$70.00 for the requisite Filing Fees. Please notify our office of the filing date your earliest opportunity.

Thanking you for your anticipated attention to this matter, I remain

Very truly yours,


John Pukas, Esq.

Enclosures

FILED
02 JUL 29 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

J. ANTAR GOLD, INC.

FILED
02 JUL 29 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be J. Antar Gold, Inc.

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to engage in any or all lawful activities or business permitted under the law..

ARTICLE III - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

Section 1. The principal office of the Corporation shall be 4913 Edgewater Lane, Oldsmar, Florida, 34677.

Section 2. The street address of the initial registered office of the Corporation shall be 28100 U.S. 19 North, Suite 502, Clearwater, Florida 33761.

Section 3. The name of the initial registered agent of the Corporation located at said address shall be Ramon Carrion.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be FIVE HUNDRED (500) shares of common stock having a par value of ONE AND 00/00 DOLLARS (\$1.00) per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director:

<u>Name</u>	<u>Address</u>
Yakoub Antar	4913 Edgewater Lane, Oldsmar, Florida, 34677

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John Pukas	28100 U.S. 19 North, Suite 502, Clearwater, Florida 33761

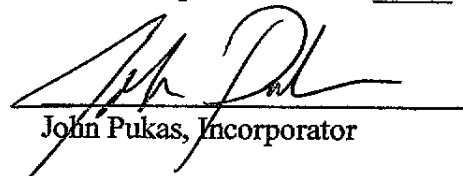
ARTICLE VIII - INDEMNIFICATION

Every Director, every officer and the incorporator of the Corporation shall be indemnified by the Corporation to the fullest extent authorized or permitted under Florida law against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Director, officer or incorporator in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director, officer or incorporator at the time such expenses are incurred.

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall exist perpetually.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 25th day of July, 2002.

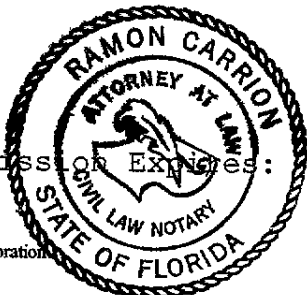

John Pukas, Incorporator

COUNTY OF PINELLAS
STATE OF FLORIDA

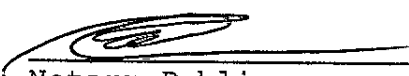
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN PUKAS, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that he executed these Articles of Incorporation.

Proof of Identification: personally known

WITNESS my hand and official seal this 25th day of July, 2002.



My Commission Expires:


Notary Public.

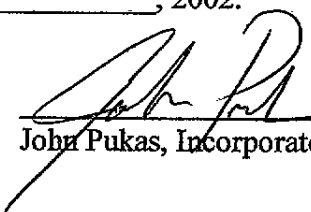
Ramon Carrion
Print Name

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: J. Antar Gold, Inc.
2. The name and address of the registered agent and office is: Ramon Carrion, 28100 U.S. 19 North, Suite 502, Clearwater, Florida 33761

Dated this 25th day of July, 2002.


John Pukas, Incorporator

HAVING 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.

Dated this 25th day of July, 2002.


Ramon Carrion, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA