

LEWIS R. DRUSS P.A.
ATTORNEY AT LAW
7805 SW 6TH COURT
PLANTATION, FLORIDA 33324
TEL (954) 423-9995 FAX (954) 474-9850
email: drusslaw1@aol.com

October 17, 2002

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

800008469748--3
-10/21/02--01014--022
*****87.50 *****87.50

Re: Golden America Int'l. Corp.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation of Golden America Int'l. Corp. and a check in the amount of \$87.50 for the filing fee, a certified copy, and a Certificate of Status.


If there are any questions, please contact me at your earliest convenience.

Very truly yours,


Lewis R. Druss

LRD/al
Encl.

FILED
02 OCT 18 PM 3:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA


10/21

ARTICLES OF INCORPORATION
OF
GOLDEN AMERICA INT'L. CORP.

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TALLAHASSEE FLORIDA

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: GOLDEN AMERICA INT'L. CORP.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address is:

8035 S.W. 107 Avenue, Suite 222
Miami, FL 33173

ARTICLE III

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1,000) shares of one class of common stock having a par value

of One (\$1.00) Dollar per share.

ARTICLE V

PREEMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and address of the Initial Director who shall hold office until a successor has been chosen shall be:

Mau Man Lai
8035 S.W. 107 Avenue, Suite 222
Miami, FL 33173

ARTICLE VII

INITIAL REGISTERED AGENT

The corporation's Initial Registered Agent and Registered Office in the State of Florida is:

Mau Man Lai
8035 S.W. 107 Avenue, Suite 222
Miami, FL 33173

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named as Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

LAI MAU MAN
Signature/Registered Agent

10/15/02
Date

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

Mau Man Lai
8035 S.W. 107 Avenue, Suite 222
Miami, FL 33173

LAI MAU MAN
Signature/Incorporator

10/15/02
Date

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