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NOV 26 2002



ACCOUNT NO. : 0721000000032

REFERENCE : 834891 100198A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pignatelli

ORDER DATE : November 26, 2002

ORDER TIME : 11:10 AM

ORDER NO. : 834891-035

CUSTOMER NO: 100198A

CUSTOMER: Henry M. Cooper, Esq
Fogel & Cohen Attorneys &
Counselors At Law
Suite 111
2500 N. Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: SUN VALLEY METALS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
SUN VALLEY METALS, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be Sun Valley Metals, Inc.

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 1801 South Federal Highway, Suite 305, Delray Beach, Florida 33483.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE VI: INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Corporation is hereby indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director and/or officer in connection with any proceeding or any settlement of any proceeding to which such director and/or officer may be a party, or in which same may become involved by reason of same being a director or officer of the Corporation, whether or not same is a

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director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such parties' duties; provided, however, that in the event of a settlement, the indemnification shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII: BY-LAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation and, thereafter, may be amended, altered or rescinded in the manner provided for by the Bylaws.

ARTICLE VIII: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1801 South Federal Highway, Suite 305, Delray Beach, Florida 33483. The name of the initial registered agent at that address is Daniel Schrager.

ARTICLE IX: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its board of directors, the number of which shall be determined in accordance with the Corporation's bylaws. Initially the board of directors shall consist of two (2) members, the name and addresses of whom is:

<u>NAME</u>	<u>ADDRESS</u>
Daniel Schrager	1801 South Federal Highway, Suite 305 Delray Beach, Florida 33483
Evan Talber	1801 South Federal Highway, Suite 305 Delray Beach, Florida 33483

ARTICLE X: PREEMPTIVE RIGHTS

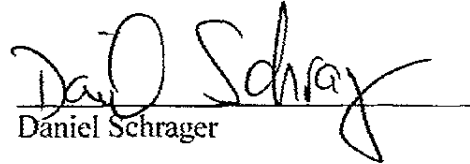
Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

ARTICLE XI: INCORPORATOR

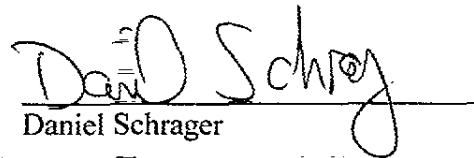
The name and address of the person signing these Articles of Incorporation as Incorporator is:

Daniel Schrager
1801 South Federal Highway, Suite 305
Delray Beach, Florida 33483

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 25 day of November, 2002.


Daniel Schrager

The undersigned, named as the registered agent in Article VIII of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Daniel Schrager

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