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October 12, 2004

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

Re: **Pot-O-Gold Enterprises, Inc.**

Enclosed herewith are the original and one copy of the Articles of Incorporation for Pot-O-Gold Enterprises, Inc. Also enclosed is our check in the amount of \$78.75 to defray the filing fee, designation of registered agent, certified copy and certificate of status.

Please return the certified copy of the Articles of Incorporation to this office upon successful filing.

Please contact our office if there are questions regarding this matter.

Your assistance in this matter is genuinely appreciated.

Sincerely,

A handwritten signature in black ink, appearing to read "Francis M. Sorgman", written over a horizontal line.

Francis M. Sorgman, preparer  
5510 River Road, Suite 109  
New Port Richey, Fl. 34652  
1-877-847-6637

1                                   **ARTICLES OF INCORPORATION**  
2                                   **Of**  
3                                   **POT-O-GOLD ENTERPRISES, INC.**

---

4           The undersigned acting as the Incorporator under Florida Business Corporation Act,  
5 adopts the following articles of incorporation for such corporation:

6                                   **ARTICLE I – CORPORATE NAME**

7                                   The Name of the corporation is:  
8                                   **POT-O-GOLD ENTERPRISES, INC.**

9  
10                                  **ARTICLE II –EFFECTIVE DATE AND DURATION**

11           These Articles of Incorporation shall exist perpetually unless dissolved according to  
12 Florida Law.

13                                  **ARTICLE III – PURPOSE**

14           The corporation is organized for the purpose of engaging in any activities or business  
15 permitted under the laws of the United States and Florida.

16  
17                                  **ARTICLE IV - CAPITAL STOCK**

18           The corporation is authorized to issue 100 shares of common stock, par value \$5.00 per  
19 share.

20                                  **ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS**

21           **A. Board of Directors.** The power of this Corporation shall be exercised, its properties  
22 controlled and its affairs conducted by a Board of Directors consisting of not less than two (2)  
23  
24

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FLORIDA 17th JUDICIAL CIRCUIT  
IN AND FOR ALACHUA COUNTY

1 person and not more than ten (10) persons. The initial number of Directors of the Corporation  
2 shall be two (2) provided, however, that such number may be changed pursuant to the Bylaws  
3 duly adopted by the Board. At all times the member of the Board of Directors shall be divided as  
4 equally as the number of Directors will permit into two (2) classes: Class 1, Class 2.

5 The term of office for all Directors shall be two (2) years except for the term of office of  
6 the initial Class 1 Director shall expire at the annual meeting next ensuing, the term of office of  
7 the initial Class 2 of Director(s) shall expire two (2) years thereafter.

8  
9 The name and address of such initial members of the Board of Directors are as follows:

10 NAME: Michael Chreptak (Class I)  
11 ADDRESS: 3529 Cheswick Drive  
12 CITY: Holiday, Fl. 34691  
13 PHONE: (727) 842-2451

14 NAME: Patricia Qunitanilla (Class II)  
15 ADDRESS: 1930 Coolidge Rd  
16 CITY: Holiday, Fl. 34691  
17 PHONE: (727) 364-1151

18 It is the intent of these Articles that, at all times hereafter, the Directors shall be classified  
19 as to term of office in the manner herein above provided for in the initial Board, so that, as nearly  
20 as the number of Directors will permit, one-half of the Directors of this Corporation shall be  
21 elected at each annual meeting of the Corporation.

22 Any action required or permitted to be taken by the Board of Directors under any  
23 provision of law may be taken without a meeting, if a majority of members of the Board shall  
24

individually or collectively consent in writing to such action. Such written consent or consents shall be held with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by written consent of the Board of Directors without a meeting. Such a statement shall be prima facie evidence of such authority.

**B. Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Title</u>	<u>Name</u>
President	Michael Chreptak
Vice President	Patricia I. Quintanilla
Secretary & Treasurer	Patricia I. Quintanilla

#### **ARTICLE VI - INITIAL PRINCIPLE OFFICE**

The principal place of business and mailing address of this corporation shall be:

**Principle Place of Business: 1930 Coolidge Rd., Holiday, Fl. 34691**

**Mailing Address: 1930 Coolidge Rd., Holiday, Fl. 34691**

1                   **ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT**

2  
3           The street address of the initial registered office and the name of the initial registered  
4 agent at that office are:

5   NAME:       Patricia I. Quintanilla  
6   ADDRESS:    1930 Coolidge Rd.  
7   CITY:        Holiday, Fl. 34691  
8   PHONE:       (727) 364-1151

9                   **ARTICLE VIII – INCORPORATORS**

10           The names of addresses of the Incorporator signing these Articles of Incorporation is as  
11 follows:

12   NAME:       Patricia I. Quintanilla       NAME: Michael Chreptak   (Class I)  
13   ADDRESS:    1930 Coolidge Rd.       ADDRESS: 3529 Cheswick Drive  
14   CITY:        Holiday, Fl. 34691       CITY: Holiday, Fl. 34691  
15   PHONE:       (727) 842-2451       PHONE:       (727) 364-1151

16                   **ARTICLES IX – MANNER OF ELECTION OF DIRECTORS**

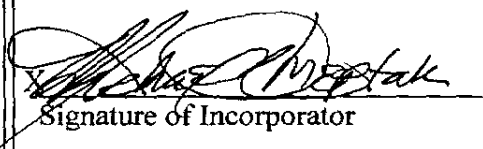
17           The manner in which the directors are elected or appointed is as follows:

18                   **By major vote of the stockholders**


1                   **ARTICLE X – LIMITATION OF CORPORATION OF POWERS**

2                   The corporate powers of this corporation are as provided in FS § 607.0302, unless  
3                   limited as follows: **There are no limitations expressed, implied or contemplated.**  
4

5                   The undersigned Incorporator has executed these articles of incorporation on this  
6                   15<sup>th</sup> day of October, 2004

7  
8                     
9                   Signature of Incorporator

10                  Michael Chreptak  
11                  Typed name of Incorporator signing

12  
13                    
14                  Signature of Incorporator


15                  Patricia I. Quintanilla  
16                  Typed Name of Incorporator signing

1 CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

2 PURSUANT TO FS § 607.052, THE UNDERSIGNED CORPORATION,  
3 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE  
4 FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/  
5 REGISTERED AGENT, IN THE STATE OF FLORIDA.

6 The above corporation, organized under the laws of the State of Florida with its  
7 registered office as indicated in the Articles of Incorporation at, **1930 Coolidge Road, Holiday,**  
8 **Florida 34691**, has named **Patricia I. Quintanilla**, located at the aforesaid address, as its  
9 registered agent to accept service of process within the state.

10  
11 Having been named as registered agent and to accept service of process for the above  
12 stated corporation at the place designated in this certificate, I hereby accept the appointment as  
13 registered agent and agree to act in this capacity. I further agree to comply with the provisions of  
14 all statutes relating to the proper and complete performance of my duties, and I am familiar with  
15 and accept the obligations of my position as registered agent.

16  
17   
18 (Signature)

19 10/15/04  
20 (Date)

21 NAME: Patricia I. Quintanilla  
22 ADDRESS: 1930 Coolidge Road  
23 CITY: Holiday, Fl. 34691  
24 PHONE: (727) 364-1151  
25