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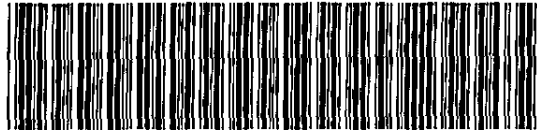
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J. Shivers AUG 10 2005

Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
GERARD SCHLOTH
ROBERT J. DYKES

2500 MONUMENT ROAD
SUITE 201
JACKSONVILLE, FLORIDA 32225
(904) 641-2720
FAX (904) 641-6506

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

August 9, 2005

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

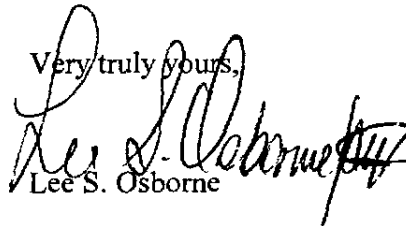
Re: 32 Karat Gold, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of 32 Karat Gold, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,


Lee S. Osborne

LSO/cys

Enclosures

ARTICLES OF INCORPORATION
OF
32 KARAT GOLD, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

**Name, Location and
Mailing Address of Principal Office**

The name of the corporation is 32 KARAT GOLD, INC. The principal office and mailing address of this corporation is 4014 Windy Gale Drive North, Jacksonville, Florida 32218.

ARTICLE II
Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue five hundred (500) shares of capital stock, of which two hundred fifty (250) shares shall be held by Larry J. Harden and two hundred fifty (250) shares shall be held by Wyle Mitchell, each share having a par value of \$1.00.

ARTICLE IV
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4014 Windy Gale Drive North, Jacksonville, Florida 32218, and the name of the initial registered agent of the corporation at that address is Wyle Mitchell.

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JAN 10 2001
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

ARTICLE V
Directors

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Larry J. Harden	5825 Castellano Avenue Jacksonville, FL 32208	President and Treasurer
Wyle Mitchell	4014 Windy Gale Drive North Jacksonville, FL 32218	Vice President and Secretary

ARTICLE VI
Incorporator

The name and street address of the incorporators of this corporation are Larry J. Harden, of 5825 Castellano Avenue, Jacksonville, Florida 32208 and Wyle Mitchell, of 4014 Windy Gale Drive North, Jacksonville, Florida 32218.

ARTICLE VII
By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII
Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IX
Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

ARTICLE X
Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporators have executed these Articles the 4th day of August, 2005.

Larry J. Harden
Larry J. Harden, Incorporator
Wyle Mitchell
Wyle Mitchell, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4th day of August, 2005 by Larry J. Harden and Wyle Mitchell.

Chrysanthia Y. Sermons
Notary Public, State of Florida
Print Name: Chrysanthia Y. Sermons
My Commission # DD443603 EXPIRES June 22, 2009
My Commission Expires: BONDED THRU TROY FAIR INSURANCE, INC.

Personally known _____ or produced identification: Florida Drivers License
H635-530-57-364-0
M324-880-55-350-0

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

32 KARAT GOLD, INC., desiring to organize under the laws of the State of Florida as a corporation, has named Wyle Mitchell, who maintains an office at 4014 Windy Gale Drive North, Jacksonville, Florida 32218, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 4th day of August, 2005.

By: Larry J. Harden
Larry J. Harden, Incorporator
Wyle Mitchell
Wyle Mitchell, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 4 day of August, 2005.

Wyle Mitchell
Wyle Mitchell

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