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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

neptune's gold, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

T. Burch OCT 24 2005

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ARTICLES OF INCORPORATION
OF
NEPTUNE'S GOLD, INC.
A FLORIDA CORPORATION FOR PROFIT

We, the undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do hereby adopt the following articles of incorporation.

ARTICLE ONE
NAME/DURATION

The Corporation name shall be NEPTUNE'S GOLD, INC. The duration of the corporation is to be perpetual.

ARTICLE TWO
CAPITALIZATION

The aggregate number of shares that the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class and will be without par value.

ARTICLE THREE
INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 3610 Palmetto Avenue, Coconut Grove, Florida 33133.

ARTICLE FOUR
PURPOSE

The general purpose for which the Corporation is organized is to operate, conduct, manage, maintain and carry on the affairs of a corporation for profit, and for the doing of any and all legal business incidental thereto, or connected therewith, and the doing and performing of any and all acts

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ARTICLES OF INCORPORATION
NEPTUNE'S GOLD, INC.
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or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes here mentioned.

ARTICLE FIVE
DIRECTOR

The number of Directors constituting the initial Board of Directors shall be ONE (1). The name and address of the person who is to serve on the initial Board of Directors is: DENIS P. RENUART, 3610 Palmetto Avenue, Coconut Grove, Florida 33133.


ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3610 Palmetto Avenue, Coconut Grove, Florida 33133, and the name of its initial registered agent at such address is DENIS P. RENUART.


ARTICLE SEVEN
INCORPORATORS

The name and address of the Incorporators are: DENIS P. RENUART, 3610 Palmetto Avenue, Coconut Grove, Florida 33133 and SUSAN S. CULMO, 5995 Rolling Road Drive, Pinecrest, FL 33156.

Executed by the undersigned at Miami-Dade County, Florida on this 14th day of October 2005.



DENIS P. RENUART
3610 Palmetto Avenue
Coconut Grove, Florida 33133.



SUSAN S. CULMO
5995 Rolling Road Drive
Pinecrest, FL 33156

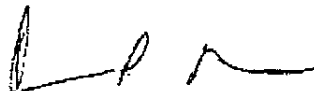
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, DENIS P. RENUART, am familiar with, and accept my duties and responsibilities as registered agent for NEPTUNE'S GOLD, INC.

SIGNED and ACCEPTED this 14th day of October 2005 at Miami-Dade County, Florida.



DENIS P. RENUART

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