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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Gold Standard Acquisition Corporation

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**ARTICLES OF INCORPORATION
OF
GOLD STANDARD ACQUISITION CORPORATION**

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The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

Gold Standard Acquisition Corporation.

ARTICLE II

Mailing Address

The mailing address of the Corporation is Gold Standard Acquisition Corporation, c/o Harcourt Inc., 6277 Sea Harbor Drive, Orlando, FL 32887.

ARTICLE III

Effective Date

The Corporation shall commence existence on the date these Articles of Incorporation are filed by the Florida Department of State, and the Corporation shall exist perpetually thereafter.

ARTICLE IV

Stock

The total number of shares of capital stock which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, par value \$.01 per share ("Common Shares").

ARTICLE V

Initial Registered Agent and Office

The street address of the initial registered office of the Corporation is Corporate Center Three at International Plaza, 4221 West Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607, and the name of its initial registered agent at that address is Richard A. Denmon.

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ARTICLE VI**Incorporator**

The name and mailing address of the sole incorporator is as follows:

Name**Address**

Richard A. Denmon

Corporate Center Three at International Plaza
4221 West Boy Scout Boulevard, Suite 1000
Tampa, Florida 33607**ARTICLE VII****Purpose**

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE VIII**Initial Directors**

The Corporation shall have three (3) initial directors. The names and mailing addresses of the persons who shall serve as the initial directors are:

Name**Address**Brian Naim Gold Standard Acquisition Corporation
c/o Harcourt Inc.
6277 Sea Harbor Drive
Orlando, FL 32887Menno Tas Gold Standard Acquisition Corporation
c/o Harcourt Inc.
6277 Sea Harbor Drive
Orlando, FL 32887Gregory Samios Gold Standard Acquisition Corporation
c/o Harcourt Inc.
6277 Sea Harbor Drive
Orlando, FL 32887**ARTICLE IX****Exculpation**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived any improper personal benefit. If the

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Florida Business Corporation Act is amended after the filing of the Articles of Incorporation of which this Article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

Dated this 13th day of April, 2006.

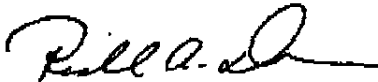


Richard A. Denmon
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated effective as of this 13th day of April, 2006.



Richard A. Denmon
Registered Agent

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