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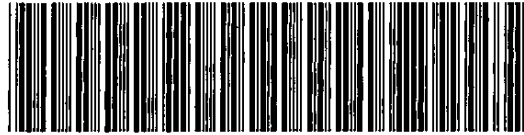
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FILED
06 MAY 31 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
of
BRICK & HAMMOND

Peter O. Brick, Esq.
Attorney at Law

9436 Regency Park Blvd.
Port Richey, Florida 34668
Phone: (727) 847-3121
Fax: (727) 846-9362

Keith Hammond, Esq.
Attorney at Law

May 25, 2006

DIVISION OF CORPORATIONS

Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Pasco Coins, Inc.

Dear Sir/Madam:

Attached please find the Articles of Incorporation for the above-referenced corporation together with my check in the amount of \$78.75 to cover the cost of filing and return of one **certified copy**.

Please file and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance in this matter

Sincerely,



PETER O. BRICK

POB/lr
Enclosures

ARTICLES OF INCORPORATION OF PASCO COINS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be **PASCO COINS, INC.** The mailing address of the corporation shall be: **15039 U.S. Hwy. 19, Hudson, Florida 34667.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

- A. The business shall be, including but not limited to: WHOLESALE AND RETAIL DEALER IN COINS, STAMPS, ANTIQUES, COLLECTIBLES AND JEWELRY; and
- B. The corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 15039 U.S. Hwy. 19, Hudson, Florida 34667 and the name of the registered agent of this corporation is: **TIMOTHY CARR.**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than One (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Timothy Carr	15039 U.S. Hwy. 19 Hudson, FL 34667
Nancy Carr	15039 U.S. Hwy. 19 Hudson, FL 34667

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Timothy Carr	15039 U.S. Hwy. 19 Hudson, FL 34667

ARTICLE VIII - STOCKHOLDERS

The names addresses of the stockholders of this corporation are as follows:

NAME	ADDRESS	SHARES
Timothy Carr	15039 U.S. Hwy. 19	400
	Hudson, FL 34667	
Nancy Carr	15039 U.S. Hwy. 19	400
	Hudson, FL 34667	
Treasury		200

ARTICLES IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
Timothy Carr	15039 U.S. Hwy. 19
President	Hudson, FL 34667
Nancy Carr	15039 U.S. Hwy. 19
Secretary/Treasurer	Hudson, FL 34667

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI - BUY BACK

If a shareholder or anyone receiving shares by sale or inheritance desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire, and the other Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of May, 2006.


TIMOTHY CARR
Incorporator

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 25 day of May, 2006 by **Timothy Carr** who has produced his Florida Drivers License as identification.

THIS INSTRUMENT PREPARED BY:

PETER O. BRICK, ESQ.

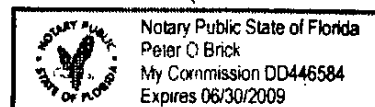
BRICK & HAMMOND

9436 Regency Park Blvd.

Port Richey, FL 34668

(727) 847-3121

Florida Bar No: 150039




REGISTERED AGENT ACCEPTANCE

The undersigned having been designated as Registered Agent for the service of process within the State of Florida, upon **PASCO COINS, INC.**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is 15039 U.S. Hwy. 19, Hudson, FL 34667. The address of the Registered Agent is: 15039 U.S. Hwy. 19, Hudson, FL 34667.

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Hudson, Florida this 25th day of May, 2006.

Signed, sealed and delivered
in the presence of:


TIMOTHY CARR

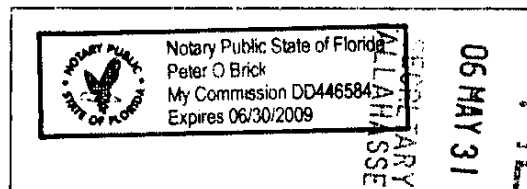

Notary Public

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 25 day of May, 2006 by **Timothy Carr** who has produced his Florida Drivers License as identification.

THIS INSTRUMENT PREPARED BY:

PETER O. BRICK, Esq.
BRICK & HAMMOND
9436 Regency Park Blvd.
Port Richey, FL 34668
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Florida Bar No: 150039



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