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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

M. CHRIS EDWARDS, P.A.
ATTORNEYS AT LAW

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JUPITER, FLORIDA 33477
TELEPHONE: (561) 743-0480
FACSIMILE: (561) 743-0046

OF COUNSEL:

BLOCK & COLUCCI, P.A.
LAW OFFICES OF LAWRENCE W. DUFFY

December 16, 2008

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: MOTHERLODE, INC.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and Certificate of Registered Agent in connection with the referenced corporation. Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee and registered agent designation fee.

If you have any questions concerning the contents of this letter, or the enclosed articles of incorporation, please do not hesitate to call.

Sincerely,



M. Chris Edwards
W/enc.

ARTICLES OF INCORPORATION
OF
MOTHERLODE, INC.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation shall be Motherlode, Inc.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purpose

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated "Common Shares".

ARTICLE V

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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Powers

This corporation shall have all of the powers enumerated in the Florida Business Corporation Act.

ARTICLE VII

By-Laws

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

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4 Salisbury A, West Palm Beach, FL 33417, and the name of the initial registered agent of this corporation at such office is Kenneth E. Oppel, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The principal place of business or mailing address of this corporation is 1371 May Ave., Las Vegas, NV 89104.

ARTICLE IX

Initial Board of Directors

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The initial directors of the corporation shall be Kenneth E. Oppel and Kane Fisher.

ARTICLE X

Incorporator

The name and address of the person signing these Articles of Incorporation is:

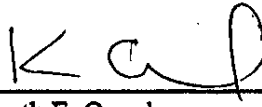
Kenneth E. Oppel
4 Salisbury A
West Palm Beach, FL 33417

ARTICLE XI

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 this reservation.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 10 day of DEC, 2008.



Kenneth E. Oppel

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Motherlode, Inc. at the place designated in the articles of incorporation, Kenneth E. Oppel, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 10 day of DEC, 2008.



Kenneth E. Oppel

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