

P95000002037

HALIW, SICILIANO AND MYCHALOWYCH
PROFESSIONAL CORPORATION

37000 GRAND RIVER AVENUE, SUITE 350
FARMINGTON HILLS, MICHIGAN 48334

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December 29, 1994

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

RECORDED & INDEXED
01/10/95 - 11:01 AM - 004
****122.50 ****122.50

Re: Sarasota Silver, Inc.
Articles of Incorporation and Registration of Fictitious Name
File No. 4238.61

Dear Sirs/Madam:

We are enclosing herewith the following documents for filing with your Department:

- 1) Articles of Incorporation for Sarasota Silver, Inc.;
- 2) Registration of Fictitious Name for Suncoast Silver; and
- 3) Our check for \$172.50 for the filing fee (\$122.50 for Articles; \$50 for Fictitious Name Registration).

Please process these documents per your usual procedure, returning the recorded documents to this office. If there are any questions, please don't hesitate to contact the undersigned.

Very truly yours,

Andrew J. HalIW III

AJH:jm
Enclosure

cc: Mrs. Marlene Makowski

c:\jshelton\ss\sarasota\florida.1tr

Dmc 1/9/95

FILED
55 JAN -9 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
SARASOTA SILVER, INC.

FILED
95 JAN -9 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Sarasota Silver, Inc.

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is:

1300 N. Portofino, #307
Sarasota, Florida 34242

THIRD: The number of shares the Corporation is authorized to issue is: 1,000.

FOURTH: (a) If the shares are to be divided into classes, the designation of each class is:
N/A

(b) Statement of the preferences, limitations and relative rights in respect of the shares of each class: N/A

FIFTH: (a) If the corporation is to issue the shares of any preferred or special class in series, the designation of each series is: N/A

(b) Statement of the variations in the relative rights and preferences as between series insofar as the same are to be fixed in the Articles of Incorporation: N/A

(c) Statement of any authority to be vested in the Board of Directors to establish series and fix and determine the variations in the relative rights and preferences between series:
N/A

SIXTH: Provisions granting preemptive rights are:

See "Rider A".

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are:

See "Rider A"

EIGHTH: The street address of the initial registered office of the Corporation is:

1300 N. Portofino, #307
Sarasota, Florida 34242

and the name of its initial registered agent at such address is:

Marlene Makowski.

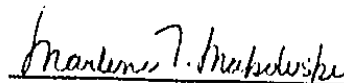
NINTH: The number of directors constituting the initial board of directors of the Corporation is one (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Marlene Makowski
1300 N. Portofino, #307
Sarasota, FL 34242

TENTH: The name and address of each incorporator is:

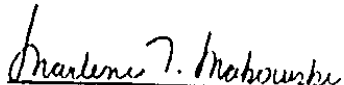
Marlene Makowski
1300 N. Portofino, #307
Sarasota, FL 34242

The undersigned has (have) executed these Articles of Incorporation this _____ day of October, 1994.



Marlene Makowski
Incorporator and Director

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: Marlene Makowski is familiar with and accepts the obligations provided for in Section 607.0505.



Marlene Makowski
Resident Agent

Dated: October 24, 1994

RIDER "A"

ATTACHMENT TO
ARTICLES OF INCORPORATION OF
~~SARASOTA INC.~~

SARASOTA SILVER, INC.

ARTICLE SIXTH

1. REMOVAL OF DIRECTORS OF THE BOARD OF DIRECTORS: that a Director or the entire Board may be removed, with or without cause, by vote of the holders of a majority of the shares entitled to vote at an election of Directors.
2. OFFICERS OF THE CORPORATION: that the offices of the corporation shall consist of a President, Vice President, Secretary, Treasurer and a Chairman of the Board and such officers shall be elected to hold the respectively named office for the term for which he is elected and until his successor is elected and qualified, or until his resignation or removal. These officers shall be elected by a majority of the Board of Directors. No officers, except the President, need be members of the Board, but a Vice President who is not a Director shall not succeed to nor fill the office of the President. Two or more offices may be held by the same person, but that officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law to be executed, acknowledged, or verified by two or more offices.
3. FILLING OF VACANCIES ON THE BOARD OF DIRECTORS; that the vacancies on the Board of Directors shall be filled by the affirmative vote of the shareholders entitled to vote at an election, in person or by proxy, and that such election shall be in pursuance of and in accordance with the terms of the Articles of Incorporation.
4. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES; that the corporation shall indemnify any person who was or is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including

attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Applicability of this section, whose issue may exist, to be determined by the affirmative majority vote of the Board of Directors.

5. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION; that the corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper. Applicability of this section where issue may exist to be determined by the affirmative majority vote of the Board of Directors

6. LOANS BY THE CORPORATION; that the Corporation shall have the power to make loans to officers, Directors or employees with or without interest, secured or unsecured; to guarantee their obligations, or to furnish other assistance to them, provided that in the judgment of the Board of Directors, the loan, guarantee, or assistance may reasonably be expected to benefit the corporation.

7. INSURANCE PROVISION; that the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability.

8. RIGHTS OF SHAREHOLDERS; Holders of stock of this corporation shall have the exclusive right or option (preemptive right) to purchase shares of any stock or series unless otherwise authorized by affirmative majority vote of the shareholders of Common Capital stock at a special meeting for that purpose.