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JAN-18-1995 18:04 PM PUBLIC ACCESS SYSTEM P.03

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-00000
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HEADLINE ENTERPRISES, INC.
FAX AUDIT NUMBER: H95000000722 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/18/1995 TIME REQUESTED: 18:29:14
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NUM CAPS Connect: 00:11:

12:18 PM 01/18/95
RECEIVED

ARTICLES OF INCORPORATION

of

HEADLINE ENTERPRISES, INC.

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is Headline Enterprises, Inc., 9 Island Ave. #710, Miami Beach, FL 33139.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9 Island Ave. #710, Miami Beach, FL 33139

and the name of the initial registered agent of this corporation at that address is Graham Dudman.

Stanley S. Feinerman, Enrolled Agent (305) 462-6045
790 E. Broward Blvd. Suite 302
Ft. Lauderdale, FL 33301

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ARTICLE VII - 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 Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name: Graham Dudman
Address: 9 Island Ave. #710
Miami Beach, FL 33139
Name: Leah Watkins
Address: Same

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Graham Dudman, 9 Island Ave. #710, Miami Beach, FL 33139.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - 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, the undersigned subscriber has executed these Articles of Incorporation this 18th Day of January, 1995.


_____, President

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that Headline Enterprises, Inc. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of Miami Beach County of Dade State of Florida has named Graham Dudman located at 9 Island Ave #710, Miami Beach, FL 33139 County of State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said Act relative to keeping open said office.

By: 

Registered Agent

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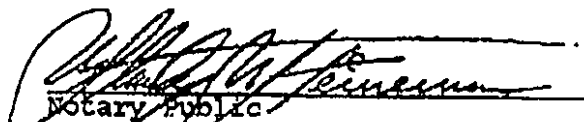
H9500 0000722

STATE OF FLORIDA:

COUNTY OF Broward ;

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Graham Dudaan known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 18th Day of January, 1995.


Notary Public
State of Florida at Large:

NOTARY CHECK ONE:

- ☒ PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.
() PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION:

Type: _____

Serial No.: _____

H9500 0000722



"OFFICIAL SEAL"
Stanley S. Feinerman
My Commission Expires 3/18/98
Commission #CC187413

HEADLINE ENTERPRISES INC.

9 Island Avenue, Suite 1505, Miami Beach, Florida 33139

dudders@aol.com

Tel: 305 532 0655 Fax: 305 532 1725

Federal ID # 65-0556306

P95000004713

November 22, 1996.

Division of Corporations
PO Box 6327
Tallahassee
FL
32314

Dear Sir/Madam,

I am writing to inform you of a change of address of my two Florida corporations.

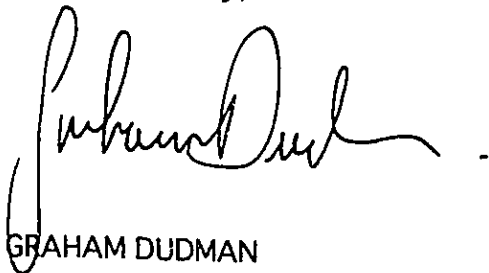
Headlines Enterprises 65-0556303 is now at 9, Island Avenue, Suite 1505, Miami Beach, Florida, 33139.

GLD International 65-0623195 is also now at 9, Island Avenue, Suite 1505, Miami Beach, Florida, 33139.

Please note both address changes are very small - a new suite number in the same building.

Many thanks for your help.

Yours sincerely,


GRAHAM DUDMAN

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