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BILL E. PARKER

Attorney at Law

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(904) 682-4820

January 20, 1995

Secretary of State  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

000001387980  
-01/24/95--01080--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

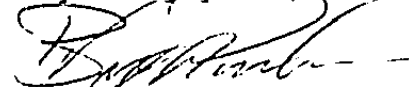
Re: Gold Rush Enterprises, Inc.

Gentlemen:

We understand from our previous telephone conversation with your office that the above referenced name is available. Enclosed is a check in the amount of \$78.75, which includes \$35.00 for the filing fee, \$35.00 for the registered agent fee and \$8.75 for certificate of status. Please return the enclosed copy with certificate attached.

Thank you.

Very truly yours,



Bill E. Parker

BEP/sw

Enclosures

FILED  
53 JAN 23 11:23 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTERED JAN 26 1995

ARTICLES OF INCORPORATION  
OF  
GOLD RUSH ENTERPRISES, INC.

FILED  
95 JUN 23 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED hereby associate themselves together for the purpose of becoming a body corporate under the laws of the State of Florida, and do hereby certify, make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, its Articles of Incorporation, to-wit:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation is GOLD RUSH ENTERPRISES, INC. It's principal office shall be located at 789 N. Ferdon Blvd., Suite 1A1A, Crestview, Florida 32536.

ARTICLE II. DURATION OF EXISTENCE

This corporation shall exist perpetually unless terminated by lawful dissolution.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of wholesale and retail sales, and service, and any other business or commercial activity permitted under the laws of the United States of America and the State of Florida.

#### ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue a maximum of Five Hundred (500) shares of stock. The shares of stock authorized shall have a par value of One (1) Dollar per share, which shall be designated "Common Shares". The consideration to be paid for each share of stock shall be fixed by the shareholders.

#### ARTICLE V. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

#### ARTICLE VI. ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting of such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

#### ARTICLE VII. 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 or she already holds, shall have the right to purchase a 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 VIII. RESTRICTION OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall contain a provision restricting the transfer of said shares which provides that shares held by the shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE IX. INCORPORATORS

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

G. Keith Lewis  
789 N. Ferdon Blvd.  
Suite 1A1  
Crestview, FL 32536

Sherrie L. Lewis  
789 N. Ferdon Blvd.  
Suite 1A1  
Crestview, FL 32536

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 789 N. Fardon Blvd., Suite A1A, Crestview, Florida 32536.

The name of the initial registered agent of this corporation at that address is: G. Keith Lewis.

ARTICLE XI. BY-LAWS

The power to adopt, alter, or amend or repeal by-laws shall be vested in the Shareholders.

ARTICLE XII. AMENDMENTS


The Shareholders shall have the power to alter, amend, or repeal provisions of these articles.

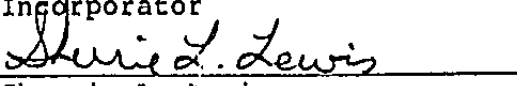
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this the 19th day of January, 1995.

Signed, sealed and delivered  
in our presence:

  
Bill E. Parker

  
Linda P. Parker

  
G. Keith Lewis  
Incorporator

  
Sherrie L. Lewis  
Incorporator

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 19th day of January, 1995, by G. Keith Lewis and Sherrie L. Lewis, the Incorporators of Gold Rush Enterprises, Inc., who have produced \_\_\_\_\_ as identification or are personally known to me and who did not take an oath.

Linda P. Parker  
Notary Public

Linda P. Parker  
(Print Name)

My Commission Expires:



LINDA P PARKER  
My Commission CC407098  
Expires Sep. 18, 1998  
Bonded by NFNU  
800-224-0368

FILED  
95 JAN 23 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GOLD RUSH ENTERPRISES, INC.  
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at 789 N. Ferdon Blvd., Suite 1A1A, Crestview, Florida 32536, I hereby consent to act in this capacity, and agree to comply with the provision of the law relative to keeping open said office.

  
G. KEITH LEWIS

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 19th day of January, 1995, by G. Keith Lewis, who has produced \_\_\_\_\_ as identification or is personally known to me and who did not take an oath.

  
Notary Public

Linda P. Parker  
(Print Name)

My Commission Expires



LINDA P PARKER  
My Commission CC407695  
Expires Sep. 18, 1998  
Bonded by NFNU  
800-224-6308