

P95000023824

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matr. No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95 MAR 24 PM 12:21
 RECEIVED
 TALLAHASSEE, FL

JB 3/24/95

| | | | |
|---------|-----------|-----------|--------------|
| REQUEST | TAKEN | CONFIRMED | APPROVED |
| DATE | _____ | _____ | _____ |
| TIME | _____ | _____ | CK No. _____ |
| BY | <i>SW</i> | _____ | _____ |

WALK-IN Will Pick Up 3:24 11:00

RE: 904 Gold: Tre

95 MAR 24

C.C. FEE. DISBURSED

| | | |
|--|------|--|
| <input checked="" type="checkbox"/> Capital Express™ | | |
| <input type="checkbox"/> Art. of Inc. File | | |
| <input type="checkbox"/> Corp. Record Search | | |
| <input type="checkbox"/> Ltd. Partnership File | | |
| <input type="checkbox"/> Foreign Corp. File | | |
| <input checked="" type="checkbox"/> Cert. Copy(s) | | |
| <input type="checkbox"/> Art. of Amend. File | | |
| <input type="checkbox"/> Dissolution/Withdrawal | | |
| <input type="checkbox"/> C U S - | | |
| <input type="checkbox"/> Fictitious Name File | | |
| <input type="checkbox"/> Name Reservation | | |
| <input type="checkbox"/> Annual Report/Reinstatement | | |
| <input type="checkbox"/> Reg. Agent Service | | |
| <input type="checkbox"/> Document Filing | | |
| <input type="checkbox"/> Corporate Kit | | |
| <input type="checkbox"/> Vehicle Search | | |
| <input type="checkbox"/> Driving Record | | |
| <input type="checkbox"/> Document Retrieval | | |
| <input type="checkbox"/> UCC 1 or 3 File | | |
| <input type="checkbox"/> UCC 11 Search | | |
| <input type="checkbox"/> UCC 11 Retrieval | | |
| <input type="checkbox"/> File No.'s, Copies | | |
| <input type="checkbox"/> Courier Service | | |
| <input type="checkbox"/> Shipping/Handling | | |
| <input type="checkbox"/> Phone () | | |
| <input type="checkbox"/> Top Priority | | |
| <input type="checkbox"/> Express Mail Prop. | | |
| <input type="checkbox"/> FAX () | pgs. | |

800001438578
 03/24/95--01013--013
 *****70.00 *****70.00

SUBTOTALS

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

904 GOLD, INC.

FILED
95 MAR 24 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is 904 GOLD, INC.

ARTICLE II. PRINCIPAL OFFICE.

The initial principal place of business of this corporation is 2622 Holly Point East, Orange Park, Clay County, FL 32073, and the initial mailing address of this corporation is the same.

ARTICLE III. DURATION.

The corporation is to commence its corporate existence effective for all purposes on the date of filing of these Articles. This corporation shall exist perpetually.

ARTICLE IV. PURPOSE.

This corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes (1993), as amended, or any successor statute thereto (hereinafter, the "Act").

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,000, and shall consist of one class only. The par value of each share of stock issued shall be \$1.00.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE.

The name of the initial registered agent for the corporation is Grady H. Williams, Jr., and the street address of the initial registered office for the named registered agent is 1279 Kingsley Avenue, Suite 117, Orange Park, Florida, 32073.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS.

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors, consisting of not less than one (1) or more than five (5) persons. The number of directors of this corporation and their manner of election shall be as designated in the bylaws of this corporation.

Section 2. Initial Board. The names and addresses of the initial members of the board of directors are as follows:

| NAME | ADDRESS |
|------------------|---|
| John Tapley | 2622 Holly Point East Orange Park, FL 32073 |
| Richard A. Klonk | 424 Upper 36th Ave. S. Jacksonville Beach, FL 32250 |

Section 3. Corporate Officers. The board of directors shall elect the following officers: President, Vice President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE VIII. AMENDMENTS.

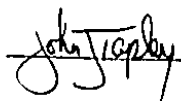
These articles of incorporation may be amended in accordance with the Act.

ARTICLE IX. INCORPORATOR.

The name and address of the person signing these articles is:

John Tapley
2622 Holly Point East
Orange Park, FL 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 22nd day of March, 1995, to be effective for all purposes upon filing with the Florida Department of State, Division of Corporations.



John Tapley
Incorporator

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

904 GOLD, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Clay, State of Florida, has named as its agent to accept service of process within this State:

Grady H. Williams, Jr.
1279 Kingsley Avenue, Suite 117
Orange Park, FL 32073

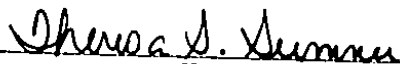
ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Act. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

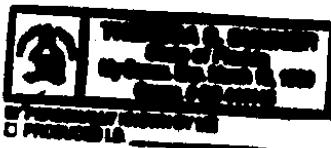

Grady H. Williams, Jr.

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 22nd day of March, 1995, by Grady H. Williams, Jr., who is personally known to me.


Notary Public

My Commission Expires:



P95000023824

GRADY H. WILLIAMS, JR.
ATTORNEY AT LAW
1270 KINGSLEY AVENUE
SUITE 117
ORANGE PARK, FLORIDA 32073

TELEPHONE:
(904) 201-0000
TELECOMPAR:
(904) 201-0115

MAILING ADDRESS:
POST OFFICE BOX 1819
ZIP 32001-1819

December 18, 1995

Florida Department of State
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

300001668423
-12/22/95--01007--018
*****35.00 *****35.00

Re: Filing of Articles of Dissolution for 904 Gold, Inc.

Greetings:

Enclosed are the original Articles of Dissolution for 904 Gold, Inc., together with a copy thereof to be date stamped and returned to me in the enclosed return envelope, and my trust account check in the amount of \$35.00 to cover the cost of this corporate filing through the Division of Corporations. Note that I am not requesting or enclosing payment for a certified copy of the filed articles.

Note that the effective date of this dissolution is December 31, 1995.

Please file the original articles enclosed with the Department of State and, if possible, return the additional copy stamped articles "stamped in" copy to me.

Should you have any questions concerning this matter, please call me.

Sincerely yours,



Grady H. Williams, Jr.

EFFECTIVE DATE
12/31/95

FILED
95 DEC 22 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gold's

VS JAN 4 1996

ARTICLES OF DISSOLUTION

FOR

904 GOLD, INC.

FILED

95 DEC 22 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 DEC 22 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as President of 904 Gold, Inc., a Florida corporation, files these Articles of Dissolution for the corporation and states the following:

EFFECTIVE DATE

1. The name of the corporation being dissolved is 904 Gold, Inc. 12/31/95


2. The Articles of Incorporation for this corporation were filed with the Florida Department of State, Division of Corporations, on March 24, 1995.

3. On December 18, 1995, the sole director for the corporation, Richard A. Klenk, authorized this dissolution at a special called meeting, for which notice was waived by all directors.

4. The sole shareholder of the corporation approved the dissolution of the corporation to be effective for all purposes on December 31, 1995, by its record of action of sole shareholder in lieu of a special meeting of the shareholders of the corporation, executed on December 18, 1995. The number of shares cast for dissolution was sufficient for approval.

5. There is only one class of outstanding stock for the corporation, and there are no separate voting groups entitled to vote for or against the dissolution of the corporation.

Executed this 18th day of December, 1995, to be effective for all purposes as of December 31, 1995.


Richard A. Klenk, President

Attest:


Richard A. Klenk, Secretary