

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, 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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95 APR 20 PM 3:52

EFFECTIVE DATE

5-1-95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 4-2

RE: Old Gold Discount, Inc.

95 APR 20 PM 1:22

C.C. FEE. DISBURSED

_____ Capital Express**		
_____ Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
_____ () Cert. Copy(s)		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File	700001461437	
_____ Name Reservation	****122.50	****122.50
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prep.		
_____ FAX () pgs.		

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
OLD GOLD DISCOUNT, INC.**

FILED

95 APR 20 PM 3:02

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporators of this corporation for pecuniary profit under the Florida Business Corporation Act.

**ARTICLE I.
NAME AND LOCATION OF AGENT AND OFFICES**

SECTION 1.1 NAME:

The name of the corporation shall be **OLD GOLD DISCOUNT, INC.**

SECTION 1.2 PRINCIPAL OFFICE or MAILING ADDRESS:

The principal office or mailing address of the corporation shall be **1508 North Nebraska Avenue, Tampa 33602**. The corporation may change the forgoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determined.

SECTION 1.3 INITIAL REGISTERED AGENT AND OFFICE; STATEMENT OF ACCEPTANCE:

The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be **BOK N. CHOI**. The initial Registered Office street address of the Registered Agent shall be **1508 North Nebraska Avenue, Tampa, FL 33602**. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

**ARTICLE II.
DURATION AND COMMENCEMENT**

SECTION 2.1 DURATION:

The corporation shall have perpetual existence, or until dissolved according to law.

SECTION 2.2 COMMENCEMENT OF CORPORATE EXISTENCE:

The corporation's existence shall commence at 12:01 A.M. on the date of May 1, 1995.

**ARTICLE III.
PURPOSE AND POWERS**

SECTION 3.1 PURPOSE:

The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

SECTION 3.2 POWERS:

The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

**ARTICLE IV.
AUTHORIZED SHARES**

SECTION 4.1 CLASS, NUMBER, PAR and, DESCRIPTION:

The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to Five Hundred(500) shares at One Dollar(\$1.00) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

EFFECTIVE DATE
5-1-95

SECTION 4.2 CONSIDERATION:

The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation.

Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

SECTION 4.3 NO PREEMPTIVE RIGHTS:

The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

SECTION 4.4 PLURALITY VOTING:

Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

**ARTICLE V.
GENERAL**

SECTION 5.1 AMENDMENT:

The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

SECTION 5.2 ORGANIZATION MEETING OF DIRECTORS:

After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each director.

SECTION 5.3 INITIAL DIRECTORS:

The number of directors constituting the initial Board of Directors shall be one (1), which number may be increased or decreased but not below one(1) from time to time in accordance with the Bylaws. The name and address of initial member of the Board of Directors, who need not be a resident of the State of Florida, and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, is as follows:

**Bok N. Choi
740 Coral Reef Drive
Tampa, FL 33602**

SECTION 5.4 INCORPORATORS:

The name and address of the incorporators executing this instrument is as follows.

**Bok N. Choi
740 Coral Reef Drive
Tampa, FL 33602**

IN WITNESS WHEREOF, the undersigned executed this instrument this 19th day of April, 1995.

SIGNATORY:


Bok N. Choi

OLD GOLD DISCOUNT, INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED

95 APR 20 PM 3:02

**CLERK OF STATE
TALLAHASSEE FLORIDA**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

OLD GOLD DISCOUNT, INC.

2. The name and address of the registered agent and office is:

**BOK N. CHOI
1508 North Nebraska Avenue
Tampa, FL 33602**

Signature: Bok N Choi

Title:

Date: 4/19/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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.

Signature: Bok N Choi

Date: 4/19/95

P95000031139

OLD GOLD DISCOUNT, INC.
1508 North Nebraska Avenue
Tampa, FL 33602

November 13, 1995

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

FILED
95 NOV 22 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Old Gold Discount, Inc.
Document number: P95000031139
Date of Incorporation: April 20, 1995
Change of Registered Office and Registered Agent


Ladies & Gentlemen:

000001644160
-11/22/95--01068--008
*****35.00 *****35.00

Pursuant to Florida Statutes Section 607.0502 the undersigned, being the sole shareholder, sole director, and sole officer of Old Gold Discount, Inc. does enclose herewith her check for \$ 35.00 and files this "Statement of Change of Registered Agent" of Old Gold Discount, Inc. as follows (Please see enclosed form) :

1. The current street address of the registered office of Old Gold Discount, Inc. shall continue to be same as 1508 North Nebraska Avenue, Tampa, FL 33602.
2. The current registered agent of Old Gold Discount, Inc. is Bok N. Choi and is being changed by resolution adopted November 6, 1995 into James Kang, 1508 North Nebraska Avenue, Tampa, FL 33602 I, James Kang, having been named as registered agent of Old Gold Discount, Inc. and to accept to act in this capacity and I agree to comply with all of the provisions of the "Florida Business Corporation Act."

The street address of the registered office and the street address of the business office of the new registered agent are identical. The changes reflected herein were authorized by resolution dated November 6, 1995 duly adopted by the Board of Directors of Old Gold Discount, Inc.


James Kang, Shareholder,
Director, Officer and
Registered agent

RA Chg.

WS DEC 1 1995

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: OLD GOLD DISCOUNT, INC.

1b. The mailing address of the corporation is: 1508 North Nebraska Avenue
Tampa, FL 33602

1c. Date of incorporation: 4-20-95 Document number: P95000031139

2. The name and address of the current registered agent and office:

Bok N. Choi

1508 North Nebraska Avenue

Tampa, FL 33602

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

James Kang

1508 North Nebraska Avenue

Tampa, FL 33602

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

James Kang
(Signature of an officer, chairman or vice chairman of the board)

James Kang

(Printed or typed name and title)

11/19/95
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

James Kang
(Signature of Registered Agent)

11/19/95
(Date)